

SPRUCE HOUSE PARTNERSHIP LP

Form 3

December 19, 2018

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â SPRUCE HOUSE
PARTNERSHIP LP

(Last) (First) (Middle)

C/O SPRUCE HOUSE
CAPITAL LLC, Â 435 HUDSON
STREET, 8TH FLOOR

(Street)

NEW YORK, Â NY Â 10014

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/19/20183. Issuer Name **and** Ticker or Trading Symbol
XPO Logistics, Inc. [XPO]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common stock, par value \$0.01 per share

12,750,000

D ⁽¹⁾ ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPRUCE HOUSE PARTNERSHIP LP C/O SPRUCE HOUSE CAPITAL LLC 435 HUDSON STREET, 8TH FLOOR NEW YORK, NY 10014	^	^ X	^	^
Spruce House Capital LLC 435 HUDSON STREET 8TH FLOOR NEW YORK, NY 10014	^	^ X	^	^
Sternberg Zachary SPRUCE HOUSE INVESTMENT MANAGEMENT LLC 435 HUDSON STREET, 8TH FLOOR NEW YORK, NY 10014	^	^ X	^	^
Stein Benjamin Forester SPRUCE HOUSE INVESTMENT MANAGEMENT LLC 435 HUDSON STREET, 8TH FLOOR NEW YORK, NY 10014	^	^ X	^	^
SPRUCE HOUSE INVESTMENT MANAGEMENT LLC 435 HUDSON STREET 8TH FLOOR NEW YORK, NY 10014	^	^ X	^	^

Signatures

The Spruce House Partnership LP By: /s/ Thomas Walker, Authorized Person	12/19/2018
__Signature of Reporting Person	Date
Spruce House Capital LLC By: /s/ Thomas Walker, Authorized Person	12/19/2018
__Signature of Reporting Person	Date
Zachary Sternberg By: /s/ Thomas Walker, Authorized Person	12/19/2018
__Signature of Reporting Person	Date
Benjamin Stein By: /s/ Thomas Walker, Authorized Person	12/19/2018
__Signature of Reporting Person	Date
Spruce House Investment Management LLC By: /s/ Thomas Walker, Authorized Person	12/19/2018
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported securities are held in the account of The Spruce House Partnership LP (the "Fund"), a private investment fund managed by Spruce House Investment Management LLC (the "Investment Manager"), and may be deemed to be beneficially owned by the Investment Manager, the general partner of the Fund, Spruce House Capital LLC (the "General Partner"), and by Zachary Sternberg and Benjamin Stein, managing members of the Investment Manager and the General Partner (the "Managing Members"). Each of the Investment Manager, the General Partner and the Managing Members disclaim beneficial ownership of the reported securities held by the Fund, except to the extent of his or its pecuniary interest therein. The Fund, Investment Manager, the General Partner and the Managing Members (collectively, the "Reporting Persons") affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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