

XPO Logistics, Inc.
Form SC 13G/A
November 12, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

XPO Logistics, Inc. (Name of Issuer)

Common Stock, \$0.001 Par Value (Title of Class of Securities)

983793100 (CUSIP Number)

October 31, 2015 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b) ☐ Rule 13d-1(c) ☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 983793100

- | | |
|---|--|
| 1 | NAME OF REPORTING PERSON Orbis
Investment Management (U.S.), LLC
("OIMUS"); Orbis Investment Management
Limited ("OIML"); Orbis Asset Management
Limited ("OAML") I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON (ENTITIES ONLY) |
| 2 | CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) ☒ (b) ☐ |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF
ORGANIZATION OIMUS is a company
organised under the laws of Delaware, U.S.A.;
OIML and OAML are companies organized under
the laws of Bermuda. |
| 5 | SOLE VOTING POWER 13,314,278 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 7 SOLE DISPOSITIVE POWER 13,314,278 8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON OIMUS - 344,258 OIML - 12,954,043 OAML - 15,977

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.29%

12 TYPE OF REPORTING PERSON FI (OIML); OO (OIMUS and OAML)

CUSIP No.: 983793100

ITEM 1(a). NAME OF ISSUER:

XPO Logistics, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Five Greenwich Office
ParkGreenwich, CT
06831USA

ITEM 2(a). NAME OF PERSON FILING:

Orbis Investment
Management (U.S.),
LLC; Orbis Investment
Management Limited;
Orbis Asset Management
Limited

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

For OIML and OAML:

Orbis House, 25 Front
Street, Hamilton
Bermuda HM11; For
OIMUS: 600
Montgomery Street, Suite
3800, San Francisco, CA
94111, USA

ITEM 2(c). CITIZENSHIP:

OIMUS is a company
organised under the laws
of Delaware, U.S.A.;
OIML and OAML are
companies organized
under the laws of
Bermuda.

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock, \$0.001
Par Value

ITEM 2(e). CUSIP
NUMBER:

983793100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or
13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML
- (k) ☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution: equivalent to IA (only for OIML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

OIMUS - 344,258
OIML - 12,954,043
OAML - 15,977

(b) Percent of class:

12.29%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

13,314,278

(ii) Shared power to vote or to direct the vote:

(iii) Sole power to dispose or to direct the disposition of:

13,314,278

(iv) Shared power to dispose or to direct the disposition of:

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

Another person has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of the 344,258 shares of common stock of XPO Logistics, Inc., beneficially owned by OIMUS. Other persons have the right to receive and the power to direct the receipt of

dividends from, or the proceeds from the sale of the 12,954,043 shares of common stock of XPO Logistics, Inc., beneficially owned by OIML. Another person has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, the 15,977 shares of common stock of XPO Logistics, Inc., beneficially owned by OAML.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

OIMUS, OIML and OAML are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIMUS, OIML and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person. OIMUS is the beneficial owner of 344,258 shares of common stock or 0.3% of the

108,373,631 shares of common stock of XPO Logistics, Inc., believed to be outstanding.OIML is the beneficial owner of 12,954,043 shares of common stock or 12.0% of the 108,373,631 shares of common stock of XPO Logistics, Inc., believed to be outstanding.OAML is the beneficial owner of 15,977 shares of common stock or 0.0% of the 108,373,631 shares of common stock of XPO Logistics, Inc., believed to be outstanding.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under 240.14a-11.By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to Orbis Investment Management Limited is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission

staff, upon request, information
that would otherwise be
disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

Orbis Investment Management (U.S.), LLC; Orbis Investment Management Limited; Orbis Asset Management Limited

/s/James Dorr

Signature

James Dorr, General Counsel of Orbis Investment Management Limited and Orbis Asset Management Limited;
Director of North Rock Holdings Corp., a member of Orbis Investment Management (U.S.), LLC

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).