

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Ashe Gen L</u>			2. Issuer Name and Ticker or Trading Symbol <u>GXO Logistics, Inc. [ GXO ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2024</u>					
<u>C/O GXO LOGISTICS, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>TWO AMERICAN LANE</u>			Rule 10b5-1(c) Transaction Indication					
(Street) <u>GREENWICH CT 06831</u>			<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2024		M		4,453	A	\$0	4,453	D	
Common Stock	01/03/2024		M		5,260	A	\$0	9,713	D	
Common Stock	01/03/2024		M		7,145	A	\$0	16,858	D	
Common Stock	01/03/2024		M		8,730	A	\$0	25,588	D	
Common Stock	01/03/2024		S		9,626 <sup>(1)</sup>	D	\$58.0948 <sup>(2)</sup>	15,962	D	
Common Stock	01/03/2024		S		900 <sup>(1)</sup>	D	\$58.6967 <sup>(3)</sup>	15,062	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(4)	01/03/2024		M		4,453	(5)	(5)	(5)	Common Stock	4,453	\$0	0	D	
Restricted Stock Units	(4)	01/03/2024		M		5,260	(6)	(6)	(6)	Common Stock	5,260	\$0	0	D	
Restricted Stock Units	(4)	01/03/2024		M		7,145	(7)	(7)	(7)	Common Stock	7,145	\$0	0	D	
Restricted Stock Units	(4)	01/03/2024		M		4,554	(8)	(8)	(8)	Common Stock	4,554	\$0	0	D	
Restricted Stock Units	(4)	01/03/2024		M		8,730	(9)	(9)	(9)	Common Stock	8,730	\$0	0	D	
Restricted Stock Units	(4)	01/03/2024		M		5,972	(10)	(10)	(10)	Common Stock	5,972	\$0	0	D	
Restricted Stock Units	(4)	01/02/2024		A		1,282	(11)	(11)	(11)	Common Stock	1,282	\$0	1,282	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were automatically effected pursuant to a previously executed selling plan dated December 15, 2022, that is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended. The shares were sold for tax and estate planning purposes.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$57.67 to \$58.66, inclusive. The reporting person undertakes to provide to GXO Logistics, Inc. ("GXO"), any security holder of GXO, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$58.67 to \$58.75, inclusive.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive, either (i) one share of GXO common stock, par value \$0.01 per share ("GXO Common Stock"), or (ii) a cash payment equal to the fair market value of one share of GXO Common Stock.
- The RSUs vested in full on January 3, 2024.
- The RSUs vested in full on January 4, 2021 and were subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024. Pursuant to the terms of the termination of the director deferral, on January 3, 2024 the deferred shares of GXO Common Stock were delivered.

7. The RSUs vested in full on January 2, 2020 and were subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024. Pursuant to the terms of the termination of the director deferral, on January 3, 2024 the deferred shares of GXO Common Stock were delivered.
8. The RSUs vested in full on January 2, 2019 and were subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024. Pursuant to the terms of the termination of the director deferral, on January 3, 2024 the deferred shares of GXO Common Stock were delivered.
9. The RSUs vested in full on January 3, 2018 and were subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024. Pursuant to the terms of the termination of the director deferral, on January 3, 2024 the deferred shares of GXO Common Stock were delivered.
10. The RSUs vested in full on January 1, 2018 and were subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024. Pursuant to the terms of the termination of the director deferral, on January 3, 2024 the deferred shares of GXO Common Stock were delivered.
11. The RSUs shall vest in full on January 2, 2025, subject to the Reporting Person's continued service as a director of GXO.

**Remarks:**

/s/ Karlis P. Kirsis, Attorney-in-Fact      01/04/2024

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

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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