

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Wilson Malcolm</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 <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2024</u>			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		
C/O GXO LOGISTICS, INC. TWO AMERICAN LANE			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input 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.		
(Street) <u>GREENWICH CT 06831</u>								
(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	03/07/2024		M		5,607	A	\$0	89,607	D	
Common Stock	03/07/2024		F ⁽¹⁾		2,636	D ⁽¹⁾	\$49.88	86,971	D	
Common Stock	03/10/2024		M		3,503	A	\$0	90,474	D	
Common Stock	03/11/2024		F ⁽²⁾		1,647	D ⁽²⁾	\$49.2	88,827	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	(3)	03/07/2024		M			5,607	(4)	(4)	Common Stock	5,607	\$0	16,822	D	
Restricted Stock Units	(3)	03/07/2024		A		22,573		(5)	(5)	Common Stock	22,573	\$0	22,573	D	
Restricted Stock Units	(3)	03/10/2024		M		3,503		(6)	(6)	Common Stock	3,503	\$0	3,503	D	

Explanation of Responses:

- No shares were sold by the Reporting Person. These shares were withheld by GXO Logistics, Inc. ("GXO") to fund tax liability attributable to the vesting and settlement of the Restricted Stock Units ("RSUs") reported on this Form 4. These RSUs vested and were settled on March 7, 2024, as originally scheduled, and there were no related discretionary transactions or open market sales.
- No shares were sold by the Reporting Person. These shares were withheld by GXO to fund tax liability attributable to the vesting and settlement of the RSUs reported on this Form 4. These RSUs vested on March 10, 2024 and were settled on March 11, 2024, as originally scheduled, and there were no related discretionary transactions or open market sales.
- Each 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.
- These RSUs vest in four equal annual installments on March 7, 2024, March 7, 2025, March 7, 2026 and March 7, 2027, subject to the Reporting Person's continued employment with GXO.
- These RSUs vest in three equal annual installments on March 7, 2025, March 7, 2026 and March 7, 2027, subject to the Reporting Person's continued employment with the GXO.
- These RSUs vest in four equal annual installments on March 10, 2022, March 10, 2023, March 10, 2024 and March 10, 2025, subject to the Reporting Person's continued employment with GXO.

Remarks:

s/ Karlis P. Kirsis, Attorney-in-Fact 03/11/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.