

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 30, 2021

GXO LOGISTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-40470
(Commission File Number)

86-2098312
(I.R.S. Employer
Identification No.)

Two American Lane, Greenwich, Connecticut
(Address of principal executive offices)

06831
(Zip Code)

Registrant's telephone number, including area code (203) 489-1287

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	GXO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 30, 2021, the Compensation Committee ("Committee") of the Board of Directors of GXO Logistics, Inc. (the "Company") approved special one-time cash bonuses to the executive officers of the Company in respect of their individual contributions to the Company's successful spin-off from XPO Logistics, Inc. on August 2, 2021 (the "Spin-Off Bonuses"). The Committee approved the payment of individual Spin-Off Bonuses to (i) Malcom Wilson, the Company's Chief Executive Officer, in the amount of \$1,500,000, (ii) Baris Oran, the Company's Chief Financial Officer, in the amount of \$750,000, (iii) Maryclaire Hammond, the Company's Chief Human Resources Officer, in the amount of \$350,000, (iv) Elizabeth Fogarty, the Company's Chief Communications Officer, in the amount of \$100,000, and (v) Karlis Kirsis, the Company's Chief Legal Officer, in the amount of \$500,000. The Spin-Off Bonuses are scheduled to be paid by January 14, 2022 in U.S. dollars, except for the payments to Messrs. Wilson and Kirsis and Ms. Hammond which will be paid in British pounds sterling.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 5, 2022

GXO LOGISTICS, INC.

By: /s/ Baris Oran
Baris Oran
Chief Financial Officer
