FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL						
OMB Number:	3235-0287					
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_	Check this box if no longer subject to Section
1	16. Form 4 or Form 5 obligations may continue
_	One Instruction 4(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*  BRADLEY S JACOBS					2. Issuer Name and Ticker or Trading Symbol GXO Logistics, Inc. [ GXO ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner			ner		
(Last)	(First)	(M	iddle)		3. Date of Earliest Transaction (Month/Day/Year) 01/02/2024								Officer (give below)	title		Other (s	pecify below)		
C/O GXO LOGISTICS, INC. TWO AMERICAN LANE				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indivi	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(Street) GREENWICH	CT	06	831	F	Rule 10b5-1(c) Transaction Indication														
(City)	(State)	(Zi	p)	_  [	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.														
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Da			Date	onth/Day/Year) if any		on Date,	Code (Instr. 8) (D) (In:			ies Acqu 3, 4 and	ired (A) or D 5)	isposed Of	Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial		
						(Month/	Day/Year)	Code	v	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4) Ownership (Instr. 4)					
Common Stock 0				01/0	3/2024	024		M		4,453		A	\$ <mark>0</mark>	395,062			D		
Common Stock														1,300,70	01		I	See footnote <sup>(1)</sup>	
	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. Conversior or Exercise Price of Derivative		e (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)		1, , , ,		7. Title and Amount of Underlying Derivative S (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	occurity			Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title		Amount or Reported Transaction Shares (Instr. 4)		ed ction(s)	(111341. 4)			
Restricted Stock Units	(2)	01/03/2024		M			4,453	(3)		(3)	Com	mon Stock	4,453	\$0	0		D		
Restricted Stock Units	(2)	01/02/2024		A		1,282		(4)		(4)	Com	mon Stock	1,282	\$0	1,2	82	D		

#### Explanation of Responses:

- 1. Jacobs Private Equity, LLC ("JPE") is the direct beneficial owner of these securities. Brad Jacobs is the Managing Member of JPE.
- 2. Each Restricted Stock Unit ("RSU") represents a contingent right to receive, either (i) one share of GXO Logistics, Inc. ("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.
- 3. The RSUs vested in full on January 3, 2024.
- 4. The RSUs shall vest in full on January 2, 2025, subject to the Reporting Person's continued service as a director of GXO.

## Remarks:

See Exhibit 24 - Power of Attorney attached.

/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

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.

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Karlis P. Kirsis, acting singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of GXO Logistics, Inc. (the "Company"), a Form ID, Uniform Application for Access Codes to File on EDGAR and Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder; and
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID or Forms 3, 4 or 5 (including amendments) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that such attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned agrees that such attorney-in-fact may rely entirely on information furnished in writing by the undersigned to such attorney-in-fact.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact; or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

In any case, this Power of Attorney will automatically expire on December 31, 2024.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22 day of December, 2023.

Bradley S. Jacobs