

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **May 24, 2023**

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**GXO**

**GXO LOGISTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-40470**  
(Commission File Number)

**86-2098312**  
(IRS 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**

**Not Applicable**

(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:

- 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</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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The 2023 annual meeting of stockholders (the “2023 Annual Meeting”) of GXO Logistics, Inc. (the “Company”) was held on May 24, 2023.

(b) At the 2023 Annual Meeting, the stockholders voted to (1) elect three (3) members of our Board of Directors as Class II directors for a term to expire at the 2025 annual meeting of stockholders; (2) ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2023; and (3) approve the advisory vote on the Company’s executive compensation of our named executive officers.

**1. Election of Directors:**

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Clare Chatfield	99,139,230	718,290	57,914	8,787,272
Joli Gross	91,570,205	8,159,335	185,894	8,787,272
Dr. Jason Papastavrou	97,616,128	2,232,223	67,083	8,787,272

**2. Ratification of the Appointment of KPMG LLP as the Company’s Independent Registered Public Accounting Firm for Fiscal Year 2023:**

Votes For	108,300,419
Votes Against	348,047
Abstentions	54,275
Broker Non-Votes	0

**3. Advisory Vote to Approve Executive Compensation:**

Votes For	89,116,245
Votes Against	10,700,295
Abstentions	98,929
Broker Non-Votes	8,787,272

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**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.

Dated: May 25, 2023

**GXO LOGISTICS, INC.**

By: /s/ Karlis P. Kirsis  
Name: Karlis P. Kirsis  
Title: Chief Legal Officer