SEC Form 3 FORM 3

# UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL OMB Number:

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

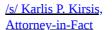
1. Name and Address of Reporting Person* BRADLEY S JACOBS		iring Statement th/Day/Year) <u>GXO Logistics, Inc.</u> [GXO ]						
(Last) (First) (Middle) C/O GXO LOGISTICS, INC.			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
TWO AMERICAN LANE			X Director Officer (give title below)		(specify	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting		
(Street) GREENWICH CT 06831							Person	by More than One Person
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. I)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned(e.g., puts, calls, warrants, options, convertible securities)								
. Title of Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year)		ate	3. Title and Amount of S Underlying Derivative So (Instr. 4)				ise Form:	6. Nature of Indirect Beneficial Ownership (Instr.
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		erivative	Direct (D) or Indirect (I) (Instr. 5)	5)

### **Explanation of Responses:**

#### **Remarks:**

See Exhibit 24 - Power of Attorney attached. The Reporting Person's appointment to the Board of Directors of GXO Logistics, Inc. ("GXO") occurred immediately prior to the distribution by XPO Logistics, Inc. ("XPO") of all of GXO's outstanding common stock to the holders of XPO common stock. Therefore, this Form 3 does not include shares of GXO common stock distributed to the Reporting Person in respect of the Reporting Person's shares of XPO common stock. In addition, the initial GXO director restricted stock unit awards had not yet be granted as of the Reporting Person's appointment to the Board of Directors of GXO and are not reflected in this Form 3.

#### No securities are beneficially owned.



\*\* Signature of Reporting Person

08/11/2021

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 5 (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.

3235-0104

### POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Karlis P. Kirsis, acting singly, the undersigned's true and lawful attorney-infact 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-infact, 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 shall automatically expire on December 31, 2021.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of August, 2021.

/s/ Bradley S. Jacobs Bradley S. Jacobs