

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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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* <u>Cawston Richard</u>  (Last) (First) (Middle) <u>TWO AMERICAN LANE</u>  (Street) <u>GREENWICH CT 06831</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/15/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>GXO Logistics, Inc. [ GXO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Revenue Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>56,727</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Non-Qualified Stock Options (right to buy)</u>	<u>(1)</u>	<u>06/07/2031</u>	<u>Common Stock</u>	<u>164,923</u>	<u>64.91<sup>(2)</sup></u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>4,670</u>	<u>(2)(4)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock</u>	<u>5,063</u>	<u>(4)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(6)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>8,972</u>	<u>(4)</u>	<u>D</u>	

**Explanation of Responses:**

1. The Non-Qualified Stock Options (1) vested (i) 10% on the first anniversary of the grant date, June 7, 2021 and (ii) 15% on the second anniversary of the grant date, and (2) will vest (i) 20% on the third anniversary of the grant date, (ii) 25% on the fourth anniversary of the grant date, and (iii) 30% on the fifth anniversary of the grant date, subject to the Reporting Person's continued employment with GXO Logistics, Inc. ("GXO").

2. On August 2, 2021, XPO, Inc. ("XPO") completed a prorata spinoff distribution ("Distribution") of all of its shares of GXO common stock, par value \$0.01 per share ("GXO Common Stock"), to the holders of record of XPO common stock, par value \$0.001 per share ("XPO Common Stock"), on July 23, 2021. In connection with the Distribution, pursuant to the terms of the Employee Matters Agreement, dated as of August 1, 2021, by and between XPO and GXO, all outstanding equity awards with respect to XPO Common Stock held by the Reporting Person were equitably adjusted and converted into equity awards with respect to GXO Common Stock, with such equitable adjustments determined based on (i) the closing price of a share of XPO Common Stock on the close of trading on July 30, 2021 and (ii) the closing price of a share of GXO Common Stock on August 2, 2021.

3. The Restricted Stock Units ("RSUs") vest in four equal annual installments on the first, second, third, and fourth anniversaries of the grant date, March 10, 2021, subject to the Reporting Person's continued employment with GXO.

4. Each RSU represents a contingent right to receive, upon settlement, either (i) one share of GXO Common Stock, or (ii) a cash payment equal to the fair market value of one share of GXO Common Stock.

5. The RSUs vest in three equal annual installments on the second, third, and fourth anniversaries of the grant date, March 30, 2022, subject to the Reporting Person's continued employment with GXO.

6. The RSUs vest in four equal annual installments on the first, second, third, and fourth anniversaries of the grant date, March 7, 2023, subject to the Reporting Person's continued employment with GXO.

**Remarks:**

See Exhibit 24 - Power of Attorney attached.

/s/ Karlis P. Kirsis,  
Attorney-in-Fact

\*\* Signature of Reporting Person

12/26/2023

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.**

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**Power of Attorney**

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Know all by these presents, that the undersigned hereby makes, constitutes and appoints Karlis Kirsis the undersigned's true and lawful attorney-in-fact, with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

1. Prepare, execute, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required or considered by the Attorney-in-Fact to be advisable under Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;
2. Prepare, execute and submit to the SEC, GXO Logistics, Inc. (the "Company"), and/or any national securities exchange on which the Company's securities are listed any and all reports (including any amendments thereto) the undersigned is required to file with the SEC, or which the Attorney-in-Fact considers it advisable to file with the SEC, under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to the any security of the Company, including Forms 3, 4 and 5, Schedules 13D and 13G, and Forms 144; and
3. Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact.

The undersigned acknowledges that:

- a) This Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his discretion on information provided to such Attorney-in-Fact without independent verification of such information;
- b) Any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his discretion, deems necessary or desirable;
- c) Neither the Company nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility to comply with the requirements of Section 13 or Section 16 of the Exchange Act or Rule 144, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act; and
- d) This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 13 or Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing requisite, necessary or advisable to be done in connection with the foregoing, as fully, to all intents and purposes, as the undersigned might or could do in person, hereby ratifying and confirming all that the Attorney-in-Fact, or his substitute, shall lawfully do or cause to be done by authority of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 or 5 or Schedules 13D or 13G or Forms 144 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

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

/s/ Richard Cawston

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Name: Richard Cawston

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