

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(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* <u>Ashe Gen L</u> (Last) (First) (Middle) <u>C/O GXO LOGISTICS, INC.</u> <u>TWO AMERICAN LANE</u> (Street) <u>GREENWICH CT 06831</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GXO Logistics, Inc. [GXO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2022</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2022		M		3,527	A	\$0	3,527	D	

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	01/03/2022		A		2,120		(2)	(2)	Common Stock	2,120	\$0	2,120	D	
Restricted Stock Units	(1)(3)	01/03/2022		M		3,527		(4)	(4)	Common Stock	3,527	\$0	0	D	
Restricted Stock Units	(1)(3)							(5)	(5)	Common Stock	5,260		5,260	D	
Restricted Stock Units	(1)(3)							(6)	(6)	Common Stock	7,145		7,145	D	
Restricted Stock Units	(1)(3)							(7)	(7)	Common Stock	4,554		4,554	D	
Restricted Stock Units	(1)(3)							(8)	(8)	Common Stock	8,730		8,730	D	
Restricted Stock Units	(1)(3)							(9)	(9)	Common Stock	5,972		5,972	D	

Explanation of Responses:

- 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.
- The RSUs shall vest in full on January 3, 2023, subject to the Reporting Person's continued service as a director of the Issuer.
- On August 2, 2021, XPO Logistics, Inc. ("XPO") completed a prorate spinoff distribution ("Distribution") of all of its shares of 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.
- The RSUs vested in full on January 3, 2022.
- The RSUs vested in full on January 4, 2021 and are subject to a deferral election. Shares of GXO Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- The RSUs vested in full on January 2, 2020 and are subject to a deferral election. Shares of GXO Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- The RSUs vested in full on January 2, 2019 and are subject to a deferral election. Shares of GXO Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- The RSUs vested in full on January 3, 2018 and are subject to a deferral election. Shares of GXO Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- The RSUs vested in full on January 1, 2018 and are subject to a deferral election. Shares of GXO Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.

/s/ Karlis P. Kirsis, Attorney-in-Fact 01/04/2022

** 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.

