

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Wilson Malcolm</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>  3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2024</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>  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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2024		M		3,750	A	\$0	92,577	D	
Common Stock	04/01/2024		F <sup>(1)</sup>		1,763	D <sup>(1)</sup>	\$53.76	90,814	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	(2)	04/01/2024		M		3,750		(3)	(3)	Common Stock	3,750	\$0	7,500	D	

**Explanation of Responses:**

- No shares were sold by the Reporting Person. These shares were withheld by GXO Logistics, Inc. ("GXO") to fund tax liability attributable to the vesting and settlement of the Restricted Stock Units ("RSUs") reported on this Form 4. These RSUs vested and were settled on April 1, 2024, as originally scheduled, and there were no related discretionary transactions or open market sales.
- Each RSU represents a contingent right to receive, either (i) one share of 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.
- These RSUs vest in three equal annual installments on April 1, 2024, April 1, 2025 and April 1, 2026, subject to the Reporting Person's continued employment with GXO.

**Remarks:**

/s/ Karlis P. Kirsis, Attorney-in-Fact      04/03/2024

\*\* 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.