

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): **December 11, 2025**



GXO LOGISTICS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction
of incorporation)

001-40470

(Commission
File Number)

86-2098312

(I.R.S. 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, \$0.01 par value per share	GXO	New York Stock Exchange
3.750% Notes due 2030	GXO/30	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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director

On December 11, 2025, Brad Jacobs informed the board of directors (the “Board”) of GXO Logistics, Inc. (the “Company”) of his decision to resign from his position as Chairman of the Board and a member of the Board, effective December 31, 2025.

The decision by Mr. Jacobs to resign from the Board was not the result of any disagreement with the Company on any matter regarding the Company’s operations, policies or practices.

In connection with the resignation of Mr. Jacobs, Patrick Byrne was appointed as the new Chairman of the Board and the size of the Board was reduced from ten directors to nine directors, in each case, effective as of Mr. Jacobs’ resignation.

Item 7.01 Regulation FD Disclosure.

On December 15, 2025, the Company issued a press release announcing Mr. Jacobs’ resignation from the Board and the appointment of Mr. Byrne as the new Chairman of the Board. A copy of such press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information set forth in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated December 15, 2025.
104	The cover page from this Current Report on Form 8-K formatted in Inline XBRL.

SIGNATURES

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.

GXO Logistics, Inc.

Date: December 15, 2025

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



GXO Announces Brad Jacobs Will Step Down as Non-Executive Chairman

Seasoned Executive Patrick Byrne to Become Non-Executive Chairman

GREENWICH, Conn. — December 15, 2025 — GXO Logistics, Inc. (NYSE: GXO), the world’s largest pure-play contract logistics provider, today announced that Brad Jacobs will step down as Non-Executive Chairman of the Board, effective December 31, 2025. Patrick Byrne will assume the role of Non-Executive Chairman at that time.

The chairman transition follows a period of significant transformation at GXO, including the appointment of CEO Patrick Kelleher, several additional senior leadership hires, the appointment of seven new, independent board members and regulatory approval of GXO’s acquisition of Wincanton.

Jacobs said, “When we completed the GXO spin-off, I committed to staying on for three years as Chairman. More than four years later, the company is stronger than ever, and the leadership team is well-positioned to drive GXO’s next chapter of growth.”

Byrne said, “Brad’s vision and leadership created the world’s largest pure-play contract logistics provider and I am honored to serve as its Chairman. On behalf of the entire board, we look forward to continuing to work closely with the management team as we grow the business to create exceptional value for our customers and shareholders.”

Byrne, who joined the GXO Board in July 2025, brings more than 30 years of experience in digital transformation and operational leadership. He previously served as CEO of GE Digital and Senior Vice President of Operational Transformation at General Electric, following senior leadership roles at Fortive, Danaher and Tektronix.

Byrne currently serves as Non-Executive Chair of Diebold Nixdorf and Chair of Verra Mobility and previously served as an Independent Director at Micron Technology.

About GXO

GXO Logistics, Inc. (NYSE: GXO) is the world’s largest pure-play contract logistics provider and is positioned to capitalize on the rapid growth of ecommerce, automation and outsourcing. GXO has over 150,000 team members across more than 1,000 facilities, totaling more than 200 million square feet. The company serves the world’s leading blue-chip companies to solve complex logistics challenges with technologically advanced supply chain and ecommerce solutions, at scale and with speed. GXO corporate headquarters is in Greenwich, Connecticut. Visit [GXO.com](https://www.gxo.com) for more information and connect with GXO on LinkedIn, X, Facebook, Instagram and YouTube.

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