

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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).

1. Name and Address of Reporting Person <u>Oran Baris</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align:right"><u>Chief Financial Officer</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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)	03/07/2023		A		10,766		(2)	(2)	Common Stock	10,766	\$0	10,766	D	
Restricted Stock Units	(1)							(3)	(3)	Common Stock	25,000		25,000	D	
Restricted Stock Units	(1)							(4)	(4)	Common Stock	7,500		7,500	D	
Non-Qualified Stock Options (right to buy)	\$65.6 ⁽⁵⁾							(6)	05/17/2026	Common Stock	219,898		219,898	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.
- These RSUs vest in four equal annual installments on March 7, 2024, March 7, 2025, March 7, 2026 and March 7, 2027, subject to the Reporting Person's continued employment with GXO.
- The RSUs vest in two equal installments on April 1, 2024 and April 1, 2025, subject to the Reporting Person's continued employment with GXO.
- These RSUs vest in four equal annual installments on April 1, 2023, April 1, 2024, April 1, 2025 and April 1, 2026, subject to the Reporting Person's continued employment with GXO.
- On August 2, 2021, XPO, 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 Non-Qualified Stock Options (1) vested 10% on the first anniversary of the grant date, May 17, 2021, and (2) will vest (i) 15% on the second anniversary of the grant date, (ii) 20% on the third anniversary of the grant date, (iii) 25% on the fourth anniversary of the grant date, and (iv) 30% on the fifth anniversary of the grant date, subject to the Reporting Person's continued employment with GXO.

Remarks:

/s/ Karlis P. Kirsis, Attorney-in-Fact 03/09/2023

** 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.

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