UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): November 4, 2024



(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)

001-40470 (Commission File Number)

86-2098312 (IRS Employer Identification No.)

06831

(Zip Code)

Two American Lane Greenwich, Connecticut (Address of principal executive offices)

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:

Title of each class

Trading Symbol

Name of each exchange on which registered

New York Stock Exchange

Common stock, par value \$0.01 per share GXO

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. \Box

Item 7.01. Regulation FD Disclosure

On November 4, 2024, GXO Logistics, Inc. (the "Company") released a slide presentation expected to be used by the Company in connection with certain future investor presentations. A copy of the slide presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The slide presentation should be read together with the Company's filings with the Securities and Exchange Commission, including the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits (d) The following exhibits are being filed herewith:

Exhibit	
Number	Description
99.1	Investor Presentation, dated November 4, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

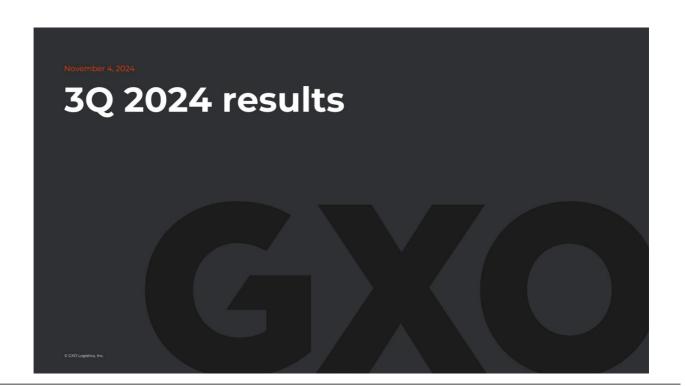
Dated: November 4, 2024 GXO LOGISTICS, INC.

By: /s/ Baris Oran

Name: Baris Oran

Title: Chief Financial Officer

(Principal Financial Officer)



Disclaimer

Non-CAAP Financial Measures: As required by the rules of the Securities and Exchange Commission ("SEC"), we provide recordinations of the non-CAAP Financial measures contained in this presentation to the most directly comparable measure in the financial tables included in the attacked appendix. OXO: non-CAAP Financial measures in this presentation include adjusted earnings before interest, taxes depreciation and amornization ("palipated EBITA"), adjusted EBITA and paid and earnings are in the presentation includes adjusted earnings per share basic and districtly ("adjusted EBITA"), adjusted EBITA margin, adjusted EBITA margin, adjusted EBITA and paid the state of the presentation includes adjusted earnings per share basic and districtly ("adjusted EBITA"), adjusted EBITA and paid the earnings are included to the presentation included earnings per share basic and districtly adjusted EBITA, adjusted earnings per share basic and districtly adjusted EBITA, adjusted earnings per share basic and districtly adjusted EBITA, adjusted earnings per share basic and districtly adjusted EBITA, adjusted earnings and adjusted EBITA adjusted earnings and earnings and earnings and adjusted EBITA adjusted earnings and earnings

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Ferward Looking Statements: This presentation includes forward-looking statements within the meaning of Section 2XA of the Securities Act of 18XL, as amended, and section 2XE of the Securities Exchange Act of 18XL, as amended, and statements control the statements of the Securities Act of 18XL, as amended, and section 2XE of 18XL and a medical ESTRA and placed ESTRA and placed



CXO Logistics, Inc.

Presenters



Malcolm Wilson Chief Executive Officer



Baris Oran Chief Financial Officer



Kristine Kubacki Chief Strategy Officer



GXO is building the supply chain of the future.

We design and operate the most technologically advanced logistics solutions in the world.



© GXO Logistics, In

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Our value creation framework

- Outsized growth driven by secular tailwinds
- Customer-centric culture

Global scale

- Effective capital allocation
- Leadership in technology and automation
- Compelling financial profile and long-term growth algorithm



3Q 2024 executive summary

Delivered record revenues and adjusted EBITDA

Grew pipeline 30% year over year, excluding

On track to deliver a record level of new business wins in 2024

Drove productivity improvements of 3-4x through pilots of proprietary warehouse AI

Reaffirmed full-year 2024 guidance





















(i) Based on closing September 30, 2024, FX rates of 1.34 CBP/USD and 1.11 EUR/USD. 6 CXO Logistics, Inc.

3Q 2024 financial highlights

Revenue	\$3.2 billion ↑ 28%	Organic revenue ⁽¹⁾	up 3%
Net income	\$35 million	Adjusted EBITDA ⁽¹⁾	\$223 million
Operating cash flow	\$198 million	Free cash flow ⁽¹⁾	\$110 million
Diluted EPS	\$0.28	Adjusted diluted EPS ⁽¹⁾	\$0.79

- Signed new business wins of \$226 million⁽²⁾ in annualized revenue during 3Q 2024
- Sales pipeline has increased to \$2.4 billion as of 3Q 2024⁽²⁾
- \$463 million of new FY 2025 revenue won through 3Q 2024⁽²⁾
- Operating return on invested capital of 38% in 3Q 2024⁽¹⁾
- Delivered \$124 million of free cash flow through 3Q 2024⁽¹⁾



(i) Refer to the 'Non-CAAP Financial Measures' section on slide 2 and Appendix for related information.
(2) Based on closing September 30, 2024, FX rates of 134 CBP/USD and 11 EUR/USD.

6 CXO Logistics. Inc.

3Q 2024 revenue growth



Year-over-year revenue growth in 3Q was 28%, of which 3% was organic⁽¹⁾.



Recent wins and expansions

























New contract wins and outsourcing underpin long-term growth



FY 2024 expected to be a record year for new business wins. Ecommerce demand is accelerating.



Strong cash flow and investment grade balance sheet







(1) Includes finance leases and other debt of \$316 million as of September 30, 2024.
(2) Refer to the 'Non-CAAP Financial Measures' section on slide 2 and Appendix for related info

Reaffirmed FY 2024 guidance

	2024 guidance ⁽¹⁾	
Organic revenue growth ⁽²⁾	2% – 5%	
Adjusted EBITDA ⁽²⁾	\$805 – \$835 million	
Adjusted EBITDA ⁽²⁾ to free cash flow conversion	30% – 40%	
Adjusted diluted EPS ⁽²⁾	\$2.73 – \$2.93	
Adjusted EBITDAR ⁽³⁾	\$1.95 – \$2.0 billion	



(3) Adjusted EBITDAR is a valuation measure that is not specified in GAAP. Adjusted EBITDAR is a valuation measure that is not specified in GAAP. Adjusted EBITDAR is commonly used by management earch analysts and investors to value companies in the legistical results of the common that is not specified in GAAP. Adjusted EBITDAR is commonly used by management earch analysts and investors to value companies in the legistical to the Non-GAAP. Valuation Measures, existing an all size.

The GXO investment case

Compelling financial profile

- Structural organic growth
- Resilient marginsStrong free cash flowsHigh returns

Effective capital allocation framework

- Invest in innovation and organic growth
 Investment grade balance sheet

- Strategic M&A
 Return capital to shareholders

The GXO Difference

- Tech and automation leadership
- Global scale
- Trusted expertise

Maximizing shareholder returns



Appendix

GXO Logistics, Inc. Reconciliation of net income to adjusted EBITDA and adjusted EBITDA margins (unaudited)

		Three mor Septen			Nine months ended September 30,				Year ended December 31, 2023		Trailing twelve months ended September 30, 2024	
(In millions USD)		2024	·	2023	2024		2023					
Net income attributable to GXO	\$	33	\$	66	\$	34	\$	156	\$	229	\$	107
Net income attributable to noncontrolling interest ("NCI")		2		2		4		4		4		4
Net income	\$	35	\$	68	\$	38	\$	160	\$	233	\$	111
Interest expense, net	100	33	1/2	14		69		41		53	S2-	81
Income tax expense		7		15		11		38		33		6
Depreciation and amortization expense		111		101		302		268		361		395
Transaction and integration costs		21		3		55		22		34		67
Restructuring costs and other		9		7		26		31		32		27
Litigation expense		(1)		_		59				_		59
Unrealized (gain) loss on foreign currency contracts and other		8		(8)		4		(12)		(5)		11
Adjusted EBITDA(1)	\$	223	\$	200	\$	564	\$	548	\$	741	\$	757
Revenue	\$	3,157	\$	2,471	\$	8,459	\$	7,188				
Operating income	\$	81	\$	90	\$	117	\$	231				
Operating income margin ⁽²⁾		2.6 %		3.6 %		1.4 %		3.2 %				
Adjusted EBITDA margin ⁽¹⁾⁽³⁾		7.1 %		8.1 %		6.7 %		7.6 %				





GXO Logistics, Inc. Reconciliation of net income to adjusted EBITA and adjusted EBITA margins (unaudited)

		Three months ended September 30,				Nine months ended September 30,				Year ended December 31,		Trailing twelve months ended September 30,	
(In millions USD)	2024		2023		2024		2023		2023		2024		
Net income attributable to GXO	\$	33	\$	66	\$	34	\$	156	\$	229	\$	107	
Net income attributable to NCI		2		2		4		4		4		4	
Net income	\$	35	\$	68	\$	38	\$	160	\$	233	\$	111	
Interest expense, net		33		14		69		41		53		81	
Income tax expense		7		15		11		38		33		6	
Amortization of intangible assets acquired		36		18		77		54		71		94	
Transaction and integration costs		21		3		55		22		34		67	
Restructuring costs and other		9		7		26		31		32		27	
Litigation expense		(1)		_		59		. -		-		59	
Unrealized (gain) loss on foreign currency contracts and other		8		(8)		4		(12)		(5)		11	
Adjusted EBITA ⁽¹⁾	\$	148	\$	117	\$	339	\$	334	\$	451	\$	456	
Revenue	\$	3,157	\$	2,471	\$	8,459	\$	7,188					
Adjusted EBITA margin ⁽¹⁾⁽²⁾		4.7 %		4.7 %		4.0 %		4.6 %					

⁽¹⁾ See the "Non-GAAP Financial Measures" section for additional information.
(2) Adjusted EBITA margin is calculated as adjusted EBITA divided by revenue for the period.



GXO Logistics, Inc. Reconciliation of net income to adjusted net income and adjusted earnings per share (unaudited)

		Three mor Septem			Nine months ended September 30,			
(In millions USD, shares in thousands, except per share amounts)	2024			2023		2024		2023
Net income	\$	35	\$	68	\$	38	\$	160
Net income attributable to NCI		(2)		(2)		(4)		(4)
Net income attributable to GXO	\$	33	\$	66	\$	34	\$	156
Amortization of intangible assets acquired		36		18		77		54
Transaction and integration costs		21		3		55		22
Restructuring costs and other		9		7		26		31
Litigation expense		(1)		_		59		-
Unrealized (gain) loss on foreign currency contracts and other		8		(8)		4		(12)
Income tax associated with the adjustments above(1)		(11)		(4)		(40)		(21)
Discrete tax benefit ⁽²⁾		_		_		_		(5)
Adjusted net income attributable to GXO ⁽³⁾	\$	95	\$	82	\$	215	\$	225
Adjusted basic EPS(3)	\$	0.80	\$	0.69	\$	1.80	\$	1.89
Adjusted diluted EPS ⁽³⁾	\$	0.79	\$	0.69	\$	1.80	\$	1.88
Weighted-average common shares outstanding								
Basic		119,461		118,941		119,387		118,883
Diluted		119,793		119,645		119,718		119,430

- The income tax rate applied to items is based on the GAAP annual effective tax rate.
 Discrete tax benefit from intangible assets and the release of valuation allowances.
 See the "Non-GAAP Financial Measures" section for additional information.



GXO Logistics, Inc. Other reconciliations (unaudited)

Reconciliation of cash flow from operations to free cash flow:

-		Nine months ended September 30,					
- 2	2024	2	2023		2024		2023
\$	198	\$	243	\$	363	\$	343
	(94)	Ši.	(55)	0	(255)		(205)
	6		3		16		13
	(88)		(52)		(239)		(192)
\$	110	\$	191	\$	124	\$	151
	P	Septem 2024 \$ 198 (94) 6 (88)	September 30	\$ 198 \$ 243 (94) (55) 6 3 (88) (52)	September 30, 2024 2023 \$ 198 (94) (55) 6 3 (88) (52)	September 30, September 30, September 30, September 30, 2024 2024 2024 363 363 46 (55) (255) 46 3 16 16 (88) (52) (239)	September 30, September 30 2024 2023 2024 \$ 198 \$ 243 \$ 363 \$ (94) (55) (255) 6 3 16 (88) (52) (239)



⁽¹⁾ Net cash provided by operating activities.
(2) See the "Non-GAAP Financial Measures" section for additional information.

GXO Logistics, Inc. Other reconciliations (unaudited)

Reconciliation of revenue to organic revenue:

	2	September 30,						
(In millions USD)	-	2024 20		2023		2024		2023
Revenue	\$	3,157	\$	2,471	\$	8,459	\$	7,188
Revenue from acquired business ⁽¹⁾		(591)		_		(1,050)		_
Revenue from disposed business ⁽¹⁾		_		(3)		(1)		(10)
Foreign exchange rates		(35)		_		(85)		_
Organic revenue ⁽²⁾	\$	2,531	\$	2,468	\$	7,323	\$	7,178
Revenue growth ⁽³⁾		27.8 %				17.7 %		
Organic revenue growth(2)(4)		2.6 %				2.0 %		

- (1) The Company excludes revenue from acquired and disposed businesses for periods that are not comparable.
 (2) See the "Non-GAAP Financial Measures" section for additional information.
 (3) Revenue growth is calculated as the change in the period-over-period revenue divided by the prior period, expressed as a percentage.
 (4) Organic revenue growth is calculated as the change in the period-over-period organic revenue divided by the prior period, expressed as a percentage.



GXO Logistics, Inc. Liquidity reconciliations (unaudited)

Reconciliation of total debt and net debt:

(In millions USD)	Septem	ber 30, 2024
Current debt	\$	223
Long-term debt		2,556
Total debt ⁽¹⁾	\$	2,779
Less: Cash and cash equivalents (excluding restricted cash)		(548)
Net debt ⁽²⁾	\$	2,231
Reconciliation of total debt to net income ratio:		
(In millions USD)	Septem	ber 30, 2024
Total debt	\$	2,779
Trailing twelve months net income	\$	111
Debt to net income ratio		25.0x
Reconciliation of net leverage ratio:		
(In millions USD)	Septem	nber 30, 2024
Net debt	\$	2,231
Trailing twelve months adjusted EBITDA ⁽²⁾	\$	757
Net leverage ratio ⁽²⁾		2.9x

(1) Includes finance leases and other debt of \$316 million as of September 30, 2024. (2) See the "Non-GAAP Financial Measures" section for additional information.





GXO Logistics, Inc. Return on invested capital (unaudited)

Adjusted EBITA, net of income taxes paid:

		r ended		ing twelve ths ended			
(In millions USD)		2024	2023		ember 31, 2023	September 30, 2024	
Adjusted EBITA ⁽¹⁾	\$	339	\$ 334	\$	451	\$	456
Less: Cash paid for income taxes		(26)	(57)		(84)		(53)
Adjusted EBITA, net of income taxes paid(1)	\$	313	\$ 277	\$	367	\$	403

Return on invested capital:

	September 30,						
(In millions USD)		2024		2023	A	verage	
Selected assets:			*				
Accounts receivable, net	\$	1,968	\$	1,661	\$	1,815	
Other current assets		443		332		388	
Property and equipment, net		1,161		923		1,042	
Selected liabilities:							
Accounts payable		(748)		(597)		(673)	
Accrued expenses		(1,411)		(975)		(1,193)	
Other current liabilities		(369)		(275)		(322)	
Invested capital	\$	1,044	\$	1,069	\$	1,057	
Trailing twelve months not income to average invested capital						10.5%	

Trailing twelve months net income to average invested capita Operating return on invested capital $^{(1)(2)}$ 38.1%



(1) See the "Non-GAAP Financial Measures" section for additional information.
(2) The ratio of operating return on invested capital is calculated as trailing twelve months adjusted EBITA, net of income taxes paid, divided by the average invested capital.

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