

OMB APPROVAL	
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**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>Kirsis Karlis</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)  <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/15/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/15/2022		M		1,599	A	\$0	22,521	D	
Common Stock	01/15/2022		F <sup>(1)</sup>		750	D <sup>(1)</sup>	\$91.3	21,771	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)(3)	01/15/2022		M			1,599	(4)	(4)	Common Stock	1,599	\$0	1,601	D	
Restricted Stock Units	(2)(3)							(5)	(5)	Common Stock	2,214		2,214	D	
Restricted Stock Units	(2)(3)							(6)	(6)	Common Stock	4,429		4,429	D	
Restricted Stock Units	(2)(3)							(7)	(7)	Common Stock	13,706		13,706	D	
Restricted Stock Units	(2)(3)							(8)	(8)	Common Stock	6,540		6,540	D	
Non-Qualified Stock Options (right to buy)	\$64.13 <sup>(2)</sup>							(9)	07/15/2031	Common Stock	43,979		43,979	D	

**Explanation of Responses:**

- No shares were sold by the Reporting Person. These shares were withheld by the Issuer 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 January 15, 2022, as originally scheduled, and there were no related discretionary transactions or open market sales.
- On August 2, 2021, XPO Logistics, Inc. ("XPO") completed a prorata spinoff distribution ("Distribution") of all of its shares of GXO Logistics, Inc. ("GXO") common stock, par value \$0.01 per share ("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.
- Each RSU represents a contingent right to receive, upon settlement, either (i) one share of GXO Common Stock, or (ii) a cash payment equal to the fair market value of one share of GXO Common Stock.
- The RSUs vest in three equal annual installments on the first, second, and third anniversaries of the grant date, January 15, 2020, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest in four equal annual installments on the first, second, third, and fourth anniversaries of the grant date, March 15, 2019, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest in four equal annual installments on the first, second, third, and fourth anniversaries of the grant date, March 15, 2019, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest in two equal annual installments on the second and third anniversaries of the grant date, December 8, 2020, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest in four equal annual installments on the first, second, third, and fourth anniversaries of the grant date, March 10, 2021, subject to the Reporting Person's continued employment with the Issuer.
- The Non-Qualified Stock Options vest (1) 10% on the first anniversary of the grant date, July 15, 2021, (2) 15% on the second anniversary of the grant date, (3) 20% on the third anniversary of the grant date, (4) 25% on the fourth anniversary of the grant date, and (5) 30% on the fifth anniversary of the grant date, subject to the Reporting Person's continued employment with the Issuer.

/s/ Karlis P. Kirsis

01/19/2022

\*\* 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.

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