

**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): **May 21, 2024**

GXO

GXO LOGISTICS, INC.

(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.)

**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, par value \$0.01 per share	GXO	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 5.07 Submission of Matters to a Vote of Security Holders.

(a) The 2024 annual meeting of stockholders (the “2024 Annual Meeting”) of GXO Logistics, Inc. (the “Company”) was held on May 21, 2024.

(b) At the 2024 Annual Meeting, the stockholders voted to (1) elect three (3) members of our Board of Directors as Class III directors for a term to expire at the 2025 annual meeting of stockholders; (2) ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2024; (3) approve the advisory vote on the Company’s executive compensation of our named executive officers; and (4) approve the amendment to the Company’s amended and restated certification of incorporation to adopt provisions allowing officer exculpation under Delaware law. A copy of the Amendment to the Amended and Restated Certificate of Incorporation is attached as Exhibit 3.1 to this Current Report and incorporated herein by reference.

1. Election of Directors:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Brad Jacobs	90,871,371	9,803,818	71,596	8,439,446
Marlene Colucci	93,583,791	7,124,134	38,860	8,439,446
Oren Shaffer	99,287,472	1,421,014	38,299	8,439,446

2. Ratification of the Appointment of KPMG LLP as the Company’s Independent Registered Public Accounting Firm for Fiscal Year 2024:

Votes For	Votes Against	Abstentions	Broker Non-Votes
108,940,686	180,046	65,499	—

3. Advisory Vote to Approve Executive Compensation:

Votes For	Votes Against	Abstentions	Broker Non-Votes
90,567,227	10,065,553	114,005	8,439,446

4. Charter Amendment to the Amended and Restated Certification of Incorporation to adopt provisions allowing officer exculpation under Delaware law:

Votes For	Votes Against	Abstentions	Broker Non-Votes
86,185,604	14,456,802	104,379	8,439,446

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being filed herewith:

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
3.1	<u>The Amendment to the Amended and Restated Certificate of Incorporation of GXO Logistics, Inc.</u>
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: May 23, 2024

GXO LOGISTICS, INC.

By: /s/ Karlis P. Kirsis

Name: Karlis P. Kirsis

Title: Chief Legal Officer

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GXO LOGISTICS, INC.**

GXO Logistics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, is hereby amended by deleting Article VIII thereof in its entirety and replacing it with the following:

**ARTICLE VIII
DIRECTOR AND OFFICER LIABILITY**

Section 1. **Director Liability.** To the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable either to the Corporation or to any of its stockholders for monetary damages arising from a breach of fiduciary duty owed to the Corporation or its stockholders.

Section 2. **Officer Liability.** To the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended, an officer of the Corporation shall not be personally liable either to the Corporation or to any of its stockholders for monetary damages arising from a breach of fiduciary duty owed to the Corporation or its stockholders.

Section 3. **Amendments.** Any amendment, modification or repeal of this Article VIII shall not adversely affect any right or protection of a director or officer to the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal. If the DGCL hereafter is amended to eliminate or further limit the liability of a director or officer, then a director or officer of the Corporation, in addition to the circumstances in which a director or officer is not personally liable as set forth in this Article VIII, shall not be liable to the fullest extent permitted by the amended DGCL.”

SECOND: The Board of Directors of the Corporation has adopted a resolution approving and declaring advisable the amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: The stockholders of the Corporation, at a meeting duly called and held pursuant to Section 222 of the General Corporation Law of the State of Delaware, duly adopted the amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: This amendment set forth in this Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 22nd day of May, 2024.

GXO LOGISTICS, INC.

By: /s/ Karlis P. Kirsis

Name: Karlis P. Kirsis

Title: Corporate Secretary