

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): February 6, 2025

XPO, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-32172

(Commission File Number)

03-0450326

(I.R.S. Employer
Identification No.)

Five American Lane, Greenwich, Connecticut 06831

(Address of principal executive offices)

(855) 976-6951

(Registrant's telephone number, including area code)

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(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001 per share	XPO	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 7.01. Regulation FD Disclosure.

On February 6, 2025, XPO, 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 presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The slide presentation should be read together and with the Company’s filings with the Securities and Exchange Commission, including the Annual Report on Form 10-K for the fiscal quarter and year ended December 31, 2024.

The information furnished in 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, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Exchange Act or the Securities Act of 1933, as amended, except to the extent that the registrant specifically incorporates any such information by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Investor Presentation, dated February 6, 2025
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.

Date: February 6, 2025

XPO, INC.

By: /s/ Kyle Wismans
Kyle Wismans
Chief Financial Officer

XPO

Investor Overview

Q4 2024

February 2025



Forward-looking statements

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements relating to our full year 2025 expectations of gross capex, interest expense, pension income, adjusted effective tax rate, and diluted share count, and future financial targets of North American LTL revenue CAGR, adjusted EBITDA CAGR, adjusted operating ratio improvement, and capex as a percentage of revenue. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “should,” “will,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target,” “trajectory” or the negative of these terms or other comparable terms. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include the risks discussed in our filings with the SEC, and the following: the effects of business, economic, political, legal, and regulatory impacts or conflicts upon our operations; supply chain disruptions and shortages, strains on production or extra costs of raw materials, cost inflation and labor and equipment shortages; our ability to align our investments in capital assets, including equipment, service centers, and warehouses to our customers’ demands; our ability to implement our cost and revenue initiatives; the effectiveness of our action plan, and other management actions, to improve our North American LTL business; our ability to continue insourcing linehaul in ways that enhance our network efficiency and service; the anticipated impact of a freight market recovery on our business; our ability to benefit from a sale, spin-off or other divestiture of one or more business units; our ability to successfully integrate and realize anticipated synergies, cost savings and profit opportunities from acquired companies; goodwill impairment; issues related to compliance with data protection laws, competition laws, intellectual property laws; fluctuations in currency exchange rates, fuel prices and fuel surcharges; the expected benefits of the spin-offs of GXO Logistics, Inc. and RXO, Inc.; our ability to develop and implement suitable information technology systems; the impact of potential cyber-attacks and information technology or data security breaches or failures; our indebtedness; our ability to raise debt and equity capital; fluctuations in interest rates; seasonal fluctuations; our ability to maintain positive relationships with our network of third-party transportation providers; our ability to attract and retain management talent and key employees including qualified drivers; labor matters; litigation; and competition and pricing pressures.

All forward-looking statements set forth in this document are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to or effects on us or our business or operations. Forward-looking statements set forth in this document speak only as of the date hereof, and we do not undertake any obligation to update forward-looking statements except to the extent required by law.

Non-GAAP financial measures

This presentation contains non-GAAP financial measures. For a description of these non-GAAP financial measures, including a reconciliation to the most comparable measure under GAAP, see the Appendix to this presentation.

Fourth quarter 2024 highlights

\$148 million of operating income, up 24% YoY

\$303 million of adjusted EBITDA, up 15% YoY

\$0.89 of adjusted diluted EPS¹, up 16% YoY

LTL adjusted operating ratio of 86.2%, improved by 30 bps YoY

LTL adjusted EBITDA of \$280 million, up 20% YoY

LTL purchased transportation expense reduced by 47% YoY

LTL yield, excluding fuel, up 6.3% YoY

LTL revenue per shipment, excluding fuel, up 5.8% YoY

LTL damage claims ratio of 0.2%

Improved full-year LTL adjusted OR by 260 bps, better than our target range

¹ Diluted earnings from continuing operations per share
Refer to "Financial Reconciliations" and "Non-GAAP Financial Measures" sections in Appendix for related information



Fourth quarter 2024 performance

REVENUE	\$1.92 billion
OPERATING INCOME	\$148 million
NET INCOME	\$76 million
DILUTED EARNINGS PER SHARE	\$0.63
ADJUSTED NET INCOME	\$107 million
ADJUSTED DILUTED EPS	\$0.89
ADJUSTED EBITDA	\$303 million
CASH FLOW FROM OPERATING ACTIVITIES	\$189 million

BY SEGMENT

NORTH AMERICAN LTL

REVENUE	\$1.16 billion
ADJUSTED EBITDA	\$280 million
ADJUSTED OPERATING RATIO	86.2%

EUROPEAN TRANSPORTATION

REVENUE	\$765 million
ADJUSTED EBITDA	\$27 million

Refer to "Financial Reconciliations" and "Non-GAAP Financial Measures" sections in Appendix for related information
Note: Operating income, net income, diluted earnings per share, adjusted net income, adjusted diluted EPS, and adjusted EBITDA include gains from sales of real estate of \$26 million (\$34 million pre-tax) or \$0.21 per diluted share



Our LTL strategy is driving significant margin and earnings expansion

1

Provide best-in-class service

2

Invest in network for the long-term

3

Accelerate yield growth

4

Drive cost efficiencies

Targets for LTL Growth, Profitability and Efficiency, 2021-2027

Revenue CAGR of 6% to 8%

Adjusted EBITDA CAGR of 11% to 13%

Adjusted operating ratio improvement of at least 600 bps

Refer to "Non-GAAP Financial Measures" section in Appendix for related information

Strong position in North American LTL





A leading carrier in a compelling industry

5% CAGR: North American LTL industry revenue

- \$52 billion bedrock industry for the US economy, with nearly 75% share held by top 10 LTL players
- Diverse demand across verticals, with secular growth drivers
- Attractive pricing environment for over a decade, with positive YoY industry pricing each year
- Strong service quality is key gating factor for yield growth and margin expansion
- Industry service center capacity stayed nearly flat for a decade¹

Sources: Third-party research; company filings

Note: Revenue CAGR for periods 2010-2023; industry size and market share data for 2023

¹ US service centers, includes ARCB, FDX, ODFL, SAIA, XPO and YELL

XPO

A major player in the supply-chain ecosystem

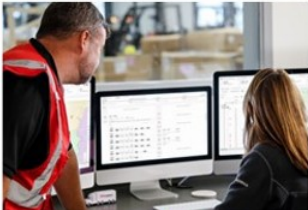


\$4.9 billion
2024 revenue

9%
2023 industry share

3rd largest
LTL carrier by 2023 revenue

14.6%
of 2024 revenue allocate
to gross capex



36,000
customers served

661 million
2024 linehaul miles run

13 million
2024 shipments

18 billion
2024 pounds of freight



23,000
employees

13,000
drivers

34,000
trailers

303
service centers

Note: Company data for North American LTL segment only as of December 31, 2024, unless otherwise noted as 2024 (full year)



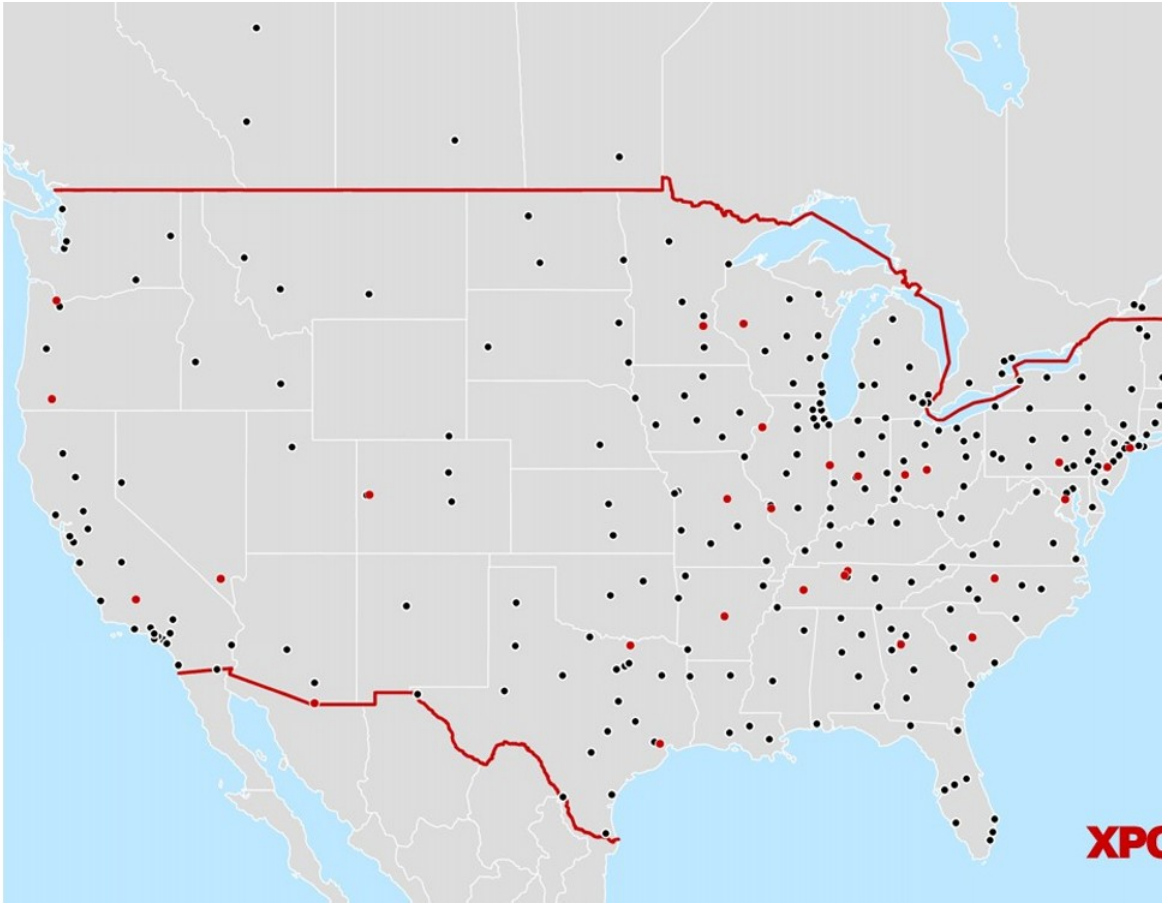
Expansive network covering 99% of US zip codes

- Service Centers
- Acquired Service Centers¹

- 303 service centers²
- Cross-border and offshore capabilities
- Strategic investments in high-demand markets

¹ Acquisition of strategic service center sites in December 2023 is driving landmark network expansion; on track for all sites to be operational by early 2025

² Operational service centers as of December 31, 2024



Strategic mix of blue-chip and local customers



Long-standing relationships – average tenure of top 10 customers is 17 years

Note: Company data for North American LTL segment only as of December 31, 2024; selected customers

LTL growth plan and levers

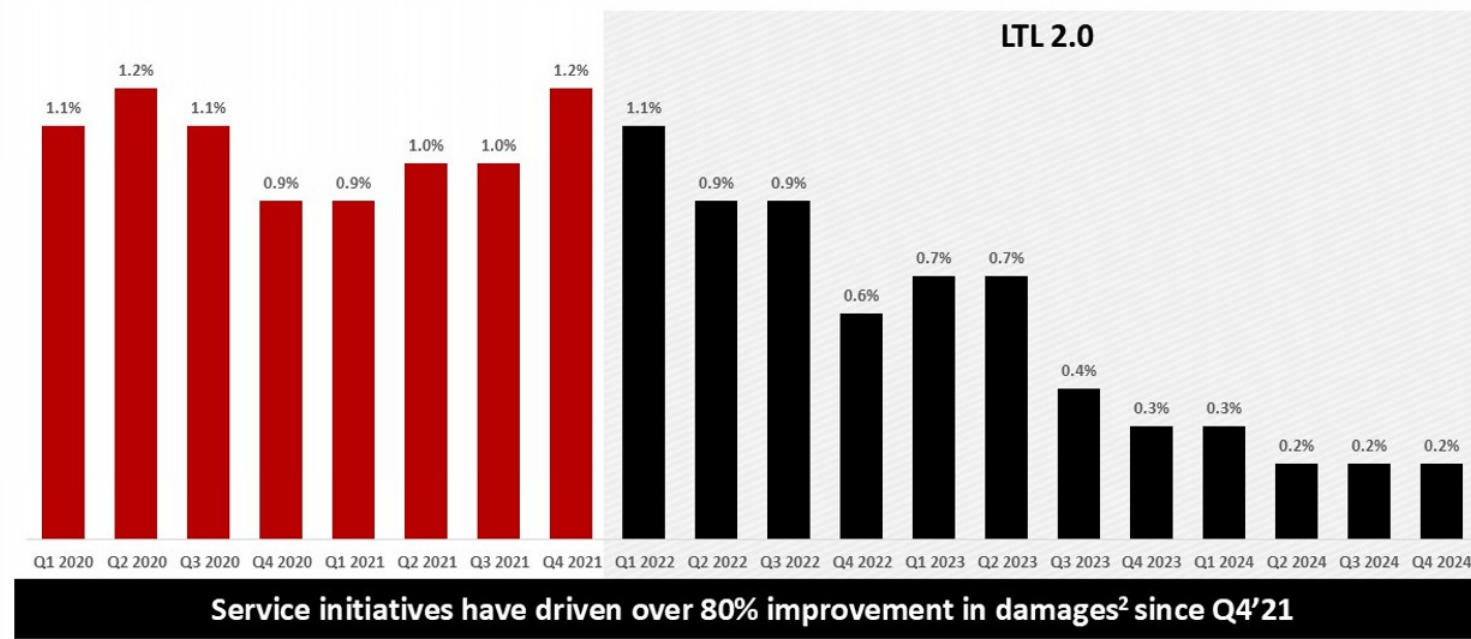


Executing on four key levers

▶ Provide best-in-class service	<ul style="list-style-type: none">• Strengthening the value we offer our customers through world-class service• Incentivizing employees to deliver outstanding service quality• Investing in new tools for field operations and enhancing training programs
▶ Invest in network for the long-term	<ul style="list-style-type: none">• Targeting capex of 8% to 12% of revenue on average through 2027• Expanding linehaul fleet with tractors and in-house trailer manufacturing• Investing in capacity to further improve service and drive network efficiencies
▶ Accelerate yield growth	<ul style="list-style-type: none">• Aligning price earned with increasing service excellence• Expanding accessorial revenue from value-add services• Growing share of higher-yielding local channel with scaled-up local salesforce
▶ Drive cost efficiencies	<ul style="list-style-type: none">• Insourcing linehaul miles to enhance service quality, network density and fluidity at lower cost• Using proprietary technology with predictive AI to improve labor productivity• Rationalizing corporate cost structure

Delivering meaningful service improvements

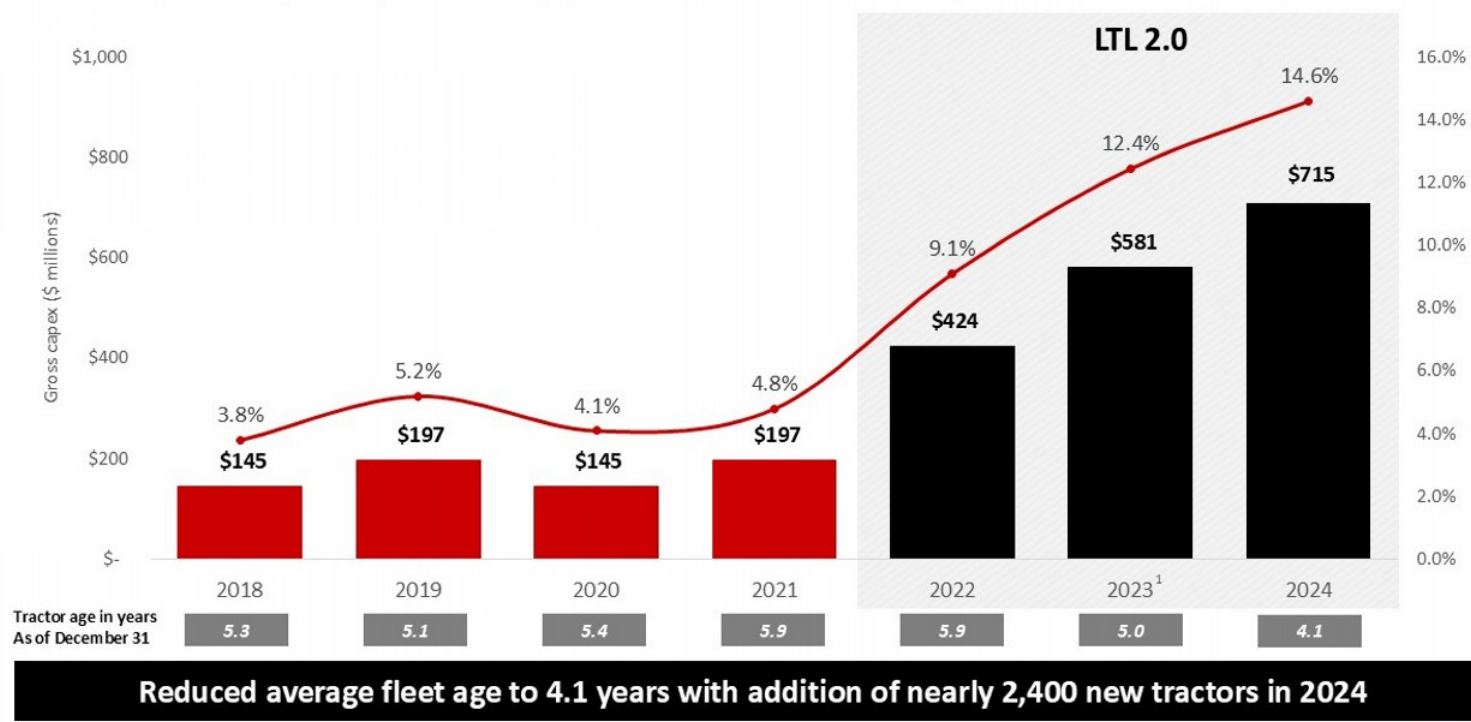
Damage claims declining as a % of LTL revenue¹



¹ Based on claims payment data
² Based on damage frequency data



Investing in capacity that supports growth and high returns

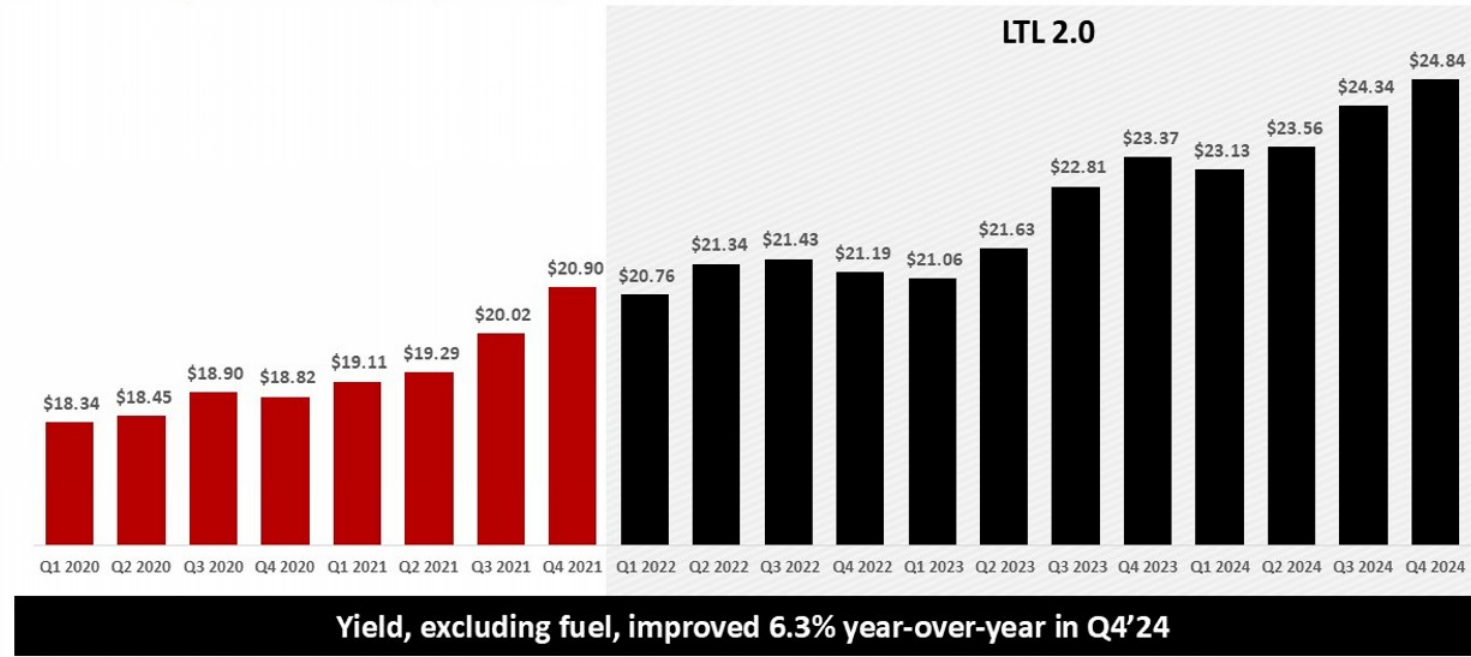


Note: Gross capex and revenue for North American LTL only
¹ Excludes the company's December 2023 acquisition of 28 service centers



Earning price by delivering value through service excellence

Gross revenue per hundredweight (excluding fuel surcharges)

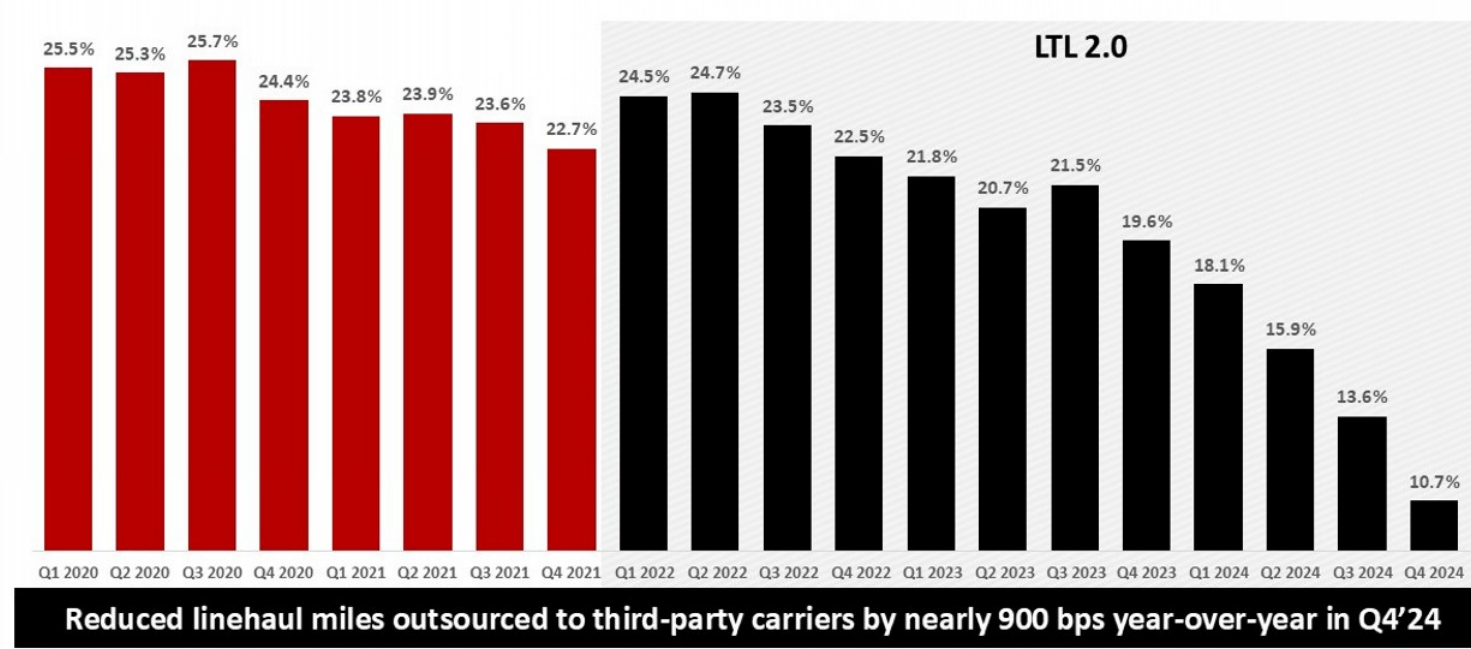


Note: Gross revenue per hundredweight excludes the adjustment required for financial statement purposes in accordance with the company's revenue recognition policy



Insourcing linehaul is a key cost and service opportunity

Linehaul miles outsourced to third-party carriers, as a % of total linehaul miles



11% to 13% adjusted EBITDA CAGR in North American LTL 2021-2027

Expected components and contributions

Combination of volume gains + pricing over inflation	▶ 6% to 7%
Operating costs optimized through technology	▶ 3% to 4%
Linehaul insourced from third parties	▶ 2%
	11% to 13%

Generated 29% YoY increase in LTL adjusted EBITDA in 2024



Appendix



European Transportation segment

Unique pan-European transportation platform holds leading positions in key geographies

- In France: the #1 full truckload (FTL) broker and the #1 pallet network (LTL) provider
- In Iberia (Spain and Portugal): the #1 FTL broker and the #1 LTL provider
- In the UK: a top-tier dedicated truckload provider, and the largest single-ow LTL network
- Serves a diverse base of customers with consumer, trade and industrial markets, including many sector leaders that have long-tenured relationships with XPO
- Range of services includes dedicated truckload, LTL, FTL brokerage, manage transportation, last mile, freight forwarding and warehousing, as well as multimodal solutions that are customized to reduce CO₂e emissions

XPO

2025 planning assumptions

For the full year 2025, the company expects:

- Total company gross capex of \$600 million to \$700 million
- Interest expense of \$220 million to \$230 million
- Pension income of approximately \$6 million
- Adjusted effective tax rate of 24% to 25%
- Diluted share count of 120 million

Refer to "Non-GAAP Financial Measures" on page 24 of this document



Financial reconciliations

The following table reconciles XPO's net income from continuing operations for the periods ended December 31, 2024 and 2023 to adjusted EBITDA for the same periods.

Reconciliation of net income to adjusted EBITDA

In millions (Unaudited)	Three Months Ended December 31,			Years Ended December 31,		
	2024	2023	Change %	2024	2023	Change %
Net income from continuing operations	\$ 76	\$ 58	31.0%	\$ 387	\$ 192	101.6%
Debt extinguishment loss	-	2		-	25	
Interest expense	53	42		223	168	
Income tax provision	26	20		86	68	
Depreciation and amortization expense	124	114		490	432	
Litigation matter ⁽¹⁾	-	8		-	8	
Transaction and integration costs	14	11		53	58	
Restructuring costs	10	9		27	44	
Other	-	-		-	1	
Adjusted EBITDA	\$ 303	\$ 264	14.8%	\$ 1,266	\$ 996	27.1%

Amounts may not add due to rounding

¹Relates to California Environmental Matters as described in Note 18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2024
Refer to "Non-GAAP Financial Measures" section on page 24 of this document

Financial reconciliations (cont.)

The following table reconciles XPO's net income from continuing operations for the periods ended December 31, 2024 and 2023 to adjusted net income from continuing operations for the same periods.

Reconciliation of adjusted net income and adjusted diluted earnings per share

In millions, except per share data (Unaudited)	Three Months Ended December 31,		Years Ended December 31,	
	2024	2023	2024	2023
Net income from continuing operations ⁽¹⁾	\$ 76	\$ 58	\$ 387	\$ 192
Debt extinguishment loss	-	2	-	25
Amortization of acquisition-related intangible assets	14	13	57	55
Litigation matter ⁽²⁾	-	8	-	8
Transaction and integration costs	14	11	53	58
Restructuring costs	10	9	27	44
Income tax associated with the adjustments above ⁽³⁾	(6)	(8)	(24)	(36)
European legal entity reorganization ⁽⁴⁾	(1)	-	(41)	-
Adjusted net income from continuing operations ⁽¹⁾	\$ 107	\$ 93	\$ 460	\$ 346
Adjusted diluted earnings from continuing operations per share ⁽¹⁾	\$ 0.89	\$ 0.77	\$ 3.83	\$ 2.92
Weighted-average common shares outstanding				
Diluted weighted-average common shares outstanding	120	120	120	118

Amounts may not add due to rounding

¹ Includes gains from sales of real estate of \$26 million (\$34 million pre-tax) or \$0.21 per diluted share in the fourth quarter of 2024.

² Relates to California Environmental Matters as described in Note 18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

³ The income tax rate applied to reconciling items is based on the GAAP annual effective tax rate, excluding discrete items, non-deductible compensation, and contribution- and margin-based taxes.

⁴ Reflects a tax benefit recognized in the second quarter of 2024 and the subsequent adjustments recognized during the second half of 2024 related to a legal entity reorganization within our European Transportation business. Refer to "Non-GAAP Financial Measures" section on page 24 of this document.



Financial reconciliations (cont.)

The following table reconciles XPO's operating income attributable to its North American less-than-truckload ("LTL") segment for the periods ended December 31, 2024 and 2023 to adjusted operating income, adjusted operating ratio and adjusted EBITDA.

Reconciliation of North American LTL adjusted operating income, adjusted operating ratio and adjusted EBITDA

In millions (Unaudited)	Three Months Ended December 31,			Years Ended December 31,		
	2024	2023	Change %	2024	2023	Change %
Revenue (excluding fuel surcharge revenue)	\$ 985	\$ 966	2.0%	\$ 4,115	\$ 3,814	7.9%
Fuel surcharge revenue	171	221	-22.6%	785	857	-8.4%
Revenue	1,156	1,187	-2.6%	4,899	4,671	4.9%
Salaries, wages and employee benefits	621	602	3.2%	2,515	2,346	7.2%
Purchased transportation	44	83	-47.0%	248	306	-32.2%
Fuel, operating expenses and supplies ⁽¹⁾	218	238	-8.4%	928	966	-2.9%
Operating taxes and licenses	16	13	23.1%	65	48	35.4%
Insurance and claims	18	21	-14.3%	80	102	-21.6%
(Gains) losses on sales of property and equipment	(34)	2	NM	(27)	8	NM
Depreciation and amortization	89	77	15.6%	348	291	18.9%
Transaction and integration costs	-	-	0.0%	1	-	NM
Restructuring costs	5	2	150.0%	7	12	-41.7%
Operating income	179	149	20.1%	735	542	35.6%
Operating ratio ⁽²⁾	84.5%	87.4%		85.0%	88.4%	
Other income	-	1	-	-	1	-
Amortization expense	9	8	-	36	34	-
Transaction and integration costs	-	-	-	1	-	-
Restructuring costs	5	2	-	7	12	-
Gains on real estate transactions	(34)	-	-	(34)	-	-
Adjusted operating income	\$ 159	\$ 160	-0.6%	\$ 746	\$ 589	26.7%
Adjusted operating ratio ⁽³⁾	86.2%	86.5%		84.8%	87.4%	
Depreciation expense	80	69	-	310	257	-
Pension income	6	4	-	25	17	-
Gains on real estate transactions	34	-	-	34	-	-
Other	-	-	-	-	1	-
Adjusted EBITDA ⁽⁴⁾	\$ 280	\$ 233	20.2%	\$ 1,115	\$ 864	29.1%

Amounts may not add due to rounding

NM - Not meaningful

¹ Fuel, operating expenses and supplies includes fuel-related taxes

² Operating ratio is calculated as (1 - (operating income divided by revenue)) using the underlying unrounded amounts

³ Adjusted operating ratio is calculated as (1 - (adjusted operating income divided by revenue)) using the underlying unrounded amounts; adjusted operating margin is the inverse of adjusted operating ratio

⁴ Adjusted EBITDA is used by our chief operating decision maker to evaluate segment profit (loss) in accordance with ASC 280

Refer to "Non-GAAP Financial Measures" on page 24 of this document

Non-GAAP financial measures

As required by the rules of the Securities and Exchange Commission ("SEC"), we provide reconciliations of the non-GAAP financial measures contained in this document to the most directly comparable measure under GAAP, which are set forth in the financial tables attached to this document.

This document contains the following non-GAAP financial measures: adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") on a consolidated basis; adjusted net income from continuing operations; adjusted diluted earnings from continuing operations per share ("adjusted EPS"); adjusted operating income for our North American Less-Than-Truckload segment; adjusted operating ratio for our North American Less-Than-Truckload segment; and adjusted effective tax rate.

We believe that the above adjusted financial measures facilitate analysis of our ongoing business operations because they exclude items that may not be reflective of, or are unrelated to, XPO and its business segments' core operating performance, and may assist investors with comparisons to prior periods and assessing trends in our underlying businesses. Other companies may calculate these non-GAAP financial measures differently, and therefore our measures may not be comparable to similarly titled measures of other companies. These non-GAAP financial measures should only be used as supplemental measures of our operating performance.

Adjusted EBITDA, adjusted net income from continuing operations, adjusted EPS, adjusted operating income and adjusted operating ratio include adjustments for transaction and integration costs, as well as restructuring costs, and other adjustments as set forth in the attached tables. Transaction and integration adjustments are generally incremental costs that result from an actual or planned acquisition, divestiture or spin-off and may include transaction costs, consulting fees, stock-based compensation, retention awards, internal salaries and wages (to the extent the individuals are assigned full-time to integration and transformation activities) and certain costs related to integrating and converging IT systems. Restructuring costs primarily relate to severance costs associated with business optimization initiatives. Management uses these non-GAAP financial measures in making financial, operating and planning decisions and evaluating XPO's and each business segment's ongoing performance.

We believe that adjusted EBITDA improves comparability from period to period by removing the impact of our capital structure (interest and financing expenses), asset base (depreciation and amortization), tax impacts and other adjustments as set out in the attached tables that management has determined are not reflective of core operating activities and thereby assist investors with assessing trends in our underlying businesses. We believe that adjusted net income from continuing operations and adjusted EPS improve the comparability of our operating results from period to period by removing the impact of certain costs and gains that management has determined are not reflective of our core operating activities, including amortization of acquisition-related intangible assets, transaction and integration costs, restructuring costs and other adjustments as set out in the attached tables. We believe that adjusted operating income and adjusted operating ratio improve the comparability of our operating results from period to period by removing the impact of certain transaction and integration costs and restructuring costs, as well as amortization expenses. We believe that adjusted effective tax rate improves comparability of our effective tax rate, by excluding the tax effect of special items.

With respect to our targets for: (i) the North American less-than-truckload segment's adjusted EBITDA CAGR and adjusted operating ratio for the six-year period 2021 through 2027 and (ii) the 2025 adjusted effective tax rate, a reconciliation of these non-GAAP measures to the corresponding GAAP measures is not available without unreasonable effort due to the variability and complexity of the reconciling items described above that we exclude from these non-GAAP target measures. The variability of these items may have a significant impact on our future GAAP financial results and, as a result, we are unable to prepare the forward-looking statement of income and statement of cash flows in accordance with GAAP that would be required to produce such a reconciliation.