

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>MFN Partners, LP</u> <hr/> (Last) (First) (Middle) 222 BERKELEY STREET, 13TH FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XPO, Inc. [XPO]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 05/15/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	05/15/2024		S		1,171,238	D	\$112.85	11,504,131	D ⁽¹⁾	
Common Stock	05/15/2024		S		28,762	D	\$114.6	11,475,369	D ⁽¹⁾	
Common Stock	05/15/2024		S		50,000	D	\$115.04	11,425,369	D ⁽¹⁾	

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>MFN Partners, LP</u> <hr/> (Last) (First) (Middle) 222 BERKELEY STREET, 13TH FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>MFN Partners GP, LLC</u> <hr/> (Last) (First) (Middle) 222 BERKELEY STREET, 13TH FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>MFN Partners Management, LP</u> <hr/> (Last) (First) (Middle)

222 BERKELEY STREET, 13TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MFN Partners Management, LLC

(Last) (First) (Middle)

222 BERKELEY STREET, 13TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

DeMichele Michael

(Last) (First) (Middle)

222 BERKELEY STREET, 13TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

NANJI FARHAD

(Last) (First) (Middle)

222 BERKELEY STREET, 13TH FLOOR

(Street)

BOSTON MA

(City) (State) (Zip)

Explanation of Responses:

1. MFN Partners, LP (the "Partnership") is the holder of the securities reported herein. MFN Partners GP, LLC ("MFN GP") is the general partner of the Partnership. MFN Partners Management, LP ("MFN Management") is the investment adviser to the Partnership. MFN Partners Management, LLC ("MFN LLC") is the general partner of MFN Management. Farhad Nanji and Michael F. DeMichele are managing members of MFN GP and MFN LLC. Each Reporting Person disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest, if any, therein.

MFN PARTNERS, LP, By: /s/ Jonathan Reisman, Name: Jonathan Reisman, Title: Authorized Person, Date: 05/17/2024

MFN PARTNERS GP, LLC, By: /s/ Jonathan Reisman, Name: Jonathan Reisman, Title: Authorized Person, Date: 05/17/2024

MFN PARTNERS MANAGEMENT, LP, By: /s/ Jonathan Reisman, Name: Jonathan Reisman, Title: Authorized Person, Date: 05/17/2024

MFN PARTNERS MANAGEMENT, LLC, By: /s/ Jonathan Reisman, Name: Jonathan Reisman, Title: Authorized Person, Date: 05/17/2024

MICHAEL F. DEMICHELE, By: /s/ Michael F. DeMichele, Date: 05/17/2024

FARHAD NANJI, By: /s/ Farhad Nanji, Date: 05/17/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.