

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL | |
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>XPO Logistics, Inc.</u> <hr/> (Last) (First) (Middle) <u>FIVE AMERICAN LANE</u> <hr/> (Street) <u>GREENWICH CT 06831</u> <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>07/21/2021</u> | 3. Issuer Name and Ticker or Trading Symbol <u>GXO Logistics, Inc. [GXO WI]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 100 ⁽¹⁾⁽²⁾ | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| | | | | | | | |

Explanation of Responses:

- This Form 3 is being filed in connection with the SEC's declaration of effectiveness of the Registration Statement on Form 10 of GXO Logistics, Inc. ("GXO") which describes the planned separation of GXO from XPO Logistics, Inc. ("XPO").
- Pursuant to GXO's certificate of incorporation (as amended), effective as of the close of business on the date set by resolution of the Board of Directors of XPO as the record date for distribution of shares of GXO's common stock to holders of XPO common stock (such time, the "Effective Time"), the 100 shares of GXO's common stock held by XPO prior to the Effective Time shall automatically by operation of law and without further action on the part of GXO or XPO, be subdivided and converted into a number of shares of validly issued, fully paid and non-assessable shares of GXO's common stock equal to the number of shares of common stock, par value \$0.001, of XPO issued and outstanding, as of the Effective Time, multiplied by one (1).

Remarks:

/s/ Karlis P. Kirsis,
Corporate Secretary

07/21/2021

** 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 5 (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.