

RNS Form 8 (OPD)

Form 8 (OPD) GXO Logistics, Inc.

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 GXO Logistics, Inc.
 03 March 2022

FORM 8 (OPD)

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
 Rules 8.1 and 8.2 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	GXO LOGISTICS, INC.
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	GXO LOGISTICS, INC.
(d) Is the discloser the offeror or the offeree?	OFFEROR
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	2 MARCH 2022
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	COMMON STOCK			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	NIL	-	NIL	-
(2) Cash-settled derivatives:	NIL	-	NIL	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	NIL	-	NIL	-
TOTAL:	NIL	-	NIL	-

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

The following directors of GXO Logistics, Inc. (GXO) have the interests in GXO set out below:

Name	No. of shares of common stock held	% of issued common stock (three decimal pts)
Brad Jacobs ¹	388,489	0.339
Marlene Colucci	2,637	0.002
Gena Ashe ²	0	0
Clare Chatfield	1,073	0.001
Joli L. Gross	1,612	0.001
Jason Papastavrou ³	0	0
Malcolm Wilson	18,415	0.016
Oren Shaffer	31,136	0.027

¹ Jacobs Private Equity is an affiliated person of Brad Jacobs (Brad Jacobs is the managing member of Jacobs Private Equity). It holds 11,915,701 shares of common stock in GXO, representing 10.387% of issued common stock.

² Gena Ashe sold 3,527 shares of common stock on 1 March 2022.

³ Springer Wealth Management LLC is an affiliated person of Jason Papastavrou (Jason D. Papastavrou is the owner of 100% of the equity of Springer Wealth Management LLC). It holds 180,208 shares of common stock in GXO, representing 0.157% of issued common stock.

The following GXO directors have the rights to subscribe for GXO securities as set out below:

Name	Plan	Options price (pence)	No. of options/RSUs outstanding
Brad Jacobs	Restricted Stock Units	N/A	2,120
Marlene Colucci	Restricted Stock Units	N/A	10,907
Gena Ashe	Restricted Stock Units	N/A	33,781
Clare Chatfield	Restricted Stock Units	N/A	2,120
Joli L. Gross	Restricted Stock Units	N/A	2,120
Jason Papastavrou	Restricted Stock Units	N/A	53,345
Malcolm Wilson	Restricted Stock Units	N/A	113,591
	Non-qualified stock options	\$64.91	263,878
Oren Shaffer	Restricted Stock Units	N/A	65,987

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.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i>
None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	3 MARCH 2022
Contact name:	Karlis Kirsis
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Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

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