

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|                                              |           |
|----------------------------------------------|-----------|
| OMB APPROVAL                                 |           |
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☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|                                                                                                                                                                                                                               |                                                                                                   |                                                                                                                                                                                                                                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Harik Mario A</u><br><br>(Last) (First) (Middle)<br><u>C/O XPO, INC.</u><br><u>FIVE AMERICAN LANE</u><br><br>(Street)<br><u>GREENWICH CT 06831</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>XPO, Inc. [ XPO ]</u><br>Foreign Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |
|                                                                                                                                                                                                                               | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/07/2026</u>                             |                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                               | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                          |                                                                                                                                                                                                                                                                |

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                    | 08/07/2026                           |                                                    | M                              |   | 345,742                                                           | A          | \$0      | 848,547                                                                                       | D                                                        |                                                       |
| Common Stock                    | 08/07/2026                           |                                                    | F                              |   | 167,167                                                           | D          | \$202.58 | 681,380                                                                                       | D                                                        |                                                       |

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 | (A)                                                                                    | (D)     | Date Exercisable                                         | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                           |                                                        |
| Restricted Stock Unit                      | (1)                                                    | 08/07/2026                           |                                                    | A                              |   | 345,742                                                                                |         | (2)                                                      | (2)             | Common Stock                                                                      | 345,742                    | \$0                                        | 345,742                                                                                            | D                                                         |                                                        |
| Restricted Stock Unit                      | (1)                                                    | 08/07/2026                           |                                                    | M                              |   |                                                                                        | 345,742 | (2)                                                      | (2)             | Common Stock                                                                      | 345,742                    | \$0                                        | 0                                                                                                  | D                                                         |                                                        |

Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive, upon settlement, either (i) one share of Common Stock or (ii) a cash payment equal to the fair market value of one share of Common Stock.
2. On August 5, 2022, the Reporting Person was granted unvested RSUs, subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On August 7, 2026, the Compensation and Human Capital Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such RSUs had been satisfied, resulting in the full vesting of such RSUs effective August 5, 2026.

Remarks:

/s/ Cody Bilgrien, Attorney-in-Fact 08/07/2026  
\*\* 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.