
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Xos, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

98423B 108
(CUSIP Number)

XOS, INC.

GIORDANO SORDONI

**3550 TYBURN STREET
LOS ANGELES, CA 90065
TELEPHONE: (818) 316-1890**
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 10, 2023
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | | |
|---|---|---|--|
| 1. | Name of Reporting Person Giordano Sordoni | | |
| 2. | Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3. | SEC USE ONLY | | |
| 4. | Source of Funds (see instructions) PF | | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/> | | |
| 6. | Citizenship or Place of Organization California | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 27,048,731 (1) | |
| | 8. | Shared Voting Power 0 | |
| | 9. | Sole Dispositive Power 27,048,731 (1) | |
| | 10. | Shared Dispositive Power 0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 27,048,731 (1) | | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/> | | |
| 13. | Percent of Class Represented by Amount in Row 11 15.5% (2) | | |
| 14. | Type of Reporting Person (see instructions) IN | | |

(1) Includes 3,467,746 unvested restricted stock units (“RSUs”). Each RSU represents a contingent right to receive one share of common stock upon settlement.

(2) Based on approximately 174,007,982 outstanding shares of the Issuer’s common stock (the “Common Stock”), consisting of (i) 170,540,236 shares of the Issuer’s common stock outstanding as of May 4, 2023 as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on May 11, 2023; and (ii) an additional 3,467,746 shares of Common Stock that the Reporting Person has a contingent right to receive upon settlement of unvested RSUs.

Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D (“Amendment No. 1”) is being filed by the undersigned, pursuant to Rule 13d-2(a) under the Act, with respect to the Common Stock, par value \$0.0001 per share (the “Common Stock”), of Xos, Inc., a Delaware corporation (the “Issuer”), whose principal executive offices are located at 3550 Tyburn Street, Unit 100, Los Angeles, CA 90065. This Amendment No. 1 amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on August 30, 2021 (the “Original Schedule 13D” and together with this Amendment No. 1, the “Schedule 13D”). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings previously defined in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

In connection with his role as Chief Operating Officer of the Issuer, on May 10, 2023, the Reporting Person was granted an aggregate of 3,170,370 restricted stock units (“RSUs”) for no additional consideration. 25% of such RSUs vest on April 10, 2024, and the remaining 75% vest in 36 substantially-equal monthly installments thereafter, subject to the Reporting Person’s continued employment through the applicable vesting date.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

The response to Item 3 of this Amendment No. 1 is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

The response to Item 3 of this Amendment No. 1 is incorporated herein by reference.

(c) On April 10, 2023, 35,295 shares were withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of the Reporting Person’s previously awarded RSUs.

On May 10, 2023, 3,025 shares were withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of the Reporting Person’s previously awarded RSUs.

Other than as disclosed in this Amendment No. 1, there have been no transactions in the shares of Common Stock by the Reporting Person effected during the past sixty days.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 15, 2023

/s/ Giordano Sordoni

Giordano Sordoni