

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person * <u>Geisler Anthony</u> (Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE, SUITE 100 (Street) IRVINE CA 92614 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xponential Fitness, Inc. [XPOF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2023	
	4. 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 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			
Class B Common Stock	01/17/2023		G	V	5,081 ⁽¹⁾	D	\$0	1,024,175	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽²⁾
Class B Common Stock	02/07/2023		D		1,000,000 ⁽³⁾	D	\$0	24,175	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽²⁾
Class A Common Stock	02/07/2023		M		1,000,000 ⁽³⁾	A	\$0	2,052,514	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽²⁾
Class A Common Stock	02/10/2023		S		1,000,000 ⁽⁴⁾	D	\$24.5	1,052,514	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽²⁾
Class B Common Stock								7,439,858	I	LAG Fit, Inc. ⁽⁵⁾
Class A Common Stock								83,330	I	LAG Fit, Inc. ⁽⁵⁾
Class A Common Stock								356,138	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					
LLC Units in Xponential Holdings LLC	⁽⁶⁾	01/17/2023		G	V	5,081 ⁽¹⁾		⁽⁷⁾	⁽⁸⁾	Class A Common Stock	⁽⁶⁾	1,024,175	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽²⁾
LLC Units in Xponential Holdings LLC	⁽⁶⁾	02/07/2023		C		1,000,000 ⁽³⁾		⁽⁷⁾	⁽⁸⁾	Class A Common Stock	⁽⁶⁾	24,175	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽²⁾

**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				
LLC Units in Xponential Holdings LLC	(6)							(7)	(8)	Class A Common Stock	7,439,858		7,439,858	I	LAG Fit, Inc. ⁽⁵⁾

Explanation of Responses:

- Reflects transfer of shares without consideration pursuant to a 10b5-1 gift plan.
- Shares are owned directly by the Anthony Geisler Trust U/A Dated 05/17/2011 and indirectly by Mr. Geisler as trustee of the trust.
- On February 7, 2023, the Anthony Geisler Trust U/A Dated 05/17/2011 redeemed 1,000,000 LLC Units, together with the cancellation of 1,000,000 shares of Class B Common Stock, for 1,000,000 shares of Class A Common Stock.
- On February 10, 2023, the Reporting Persons completed an underwritten public offering pursuant to which the Reporting Persons sold 1,000,000 shares of Class A Common Stock at a public offering price of \$24.50 per share, or a net per share price of \$23.336 after deducting \$1.164 per share of underwriting discounts and commissions.
- LAG Fit, Inc. is wholly owned by Mr. Geisler. Mr. Geisler has reported sole investment and dispositive power over the shares held by LAG Fit, Inc.
- Any vested LLC Unit may be redeemed for, together with the cancellation of a share of Class B common stock, one share of Class A common stock or a cash payment equal to the volume weighted average market price of one share of Class A common stock for each LLC Unit redeemed.
- All LLC Units are vested and redeemable into shares of Class A common stock.
- The LLC Units do not expire.

/s/ John Meloun, as Attorney-in-Fact, for Anthony Geisler 02/17/2023

** 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.