

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>Grabowski Mark</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2023	
	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			
Class A Common Stock	02/17/2023		S		359,325 <sup>(1)</sup>	D	\$24.5	6,855,613	I	H&W Investco II LP <sup>(2)</sup>
Class B Common Stock	02/17/2023		D		390,675 <sup>(3)</sup>	D	\$0	7,453,744	I	H&W Investco LP <sup>(2)</sup>
Class A Common Stock	02/17/2023		M		390,675 <sup>(3)</sup>	A	\$0	390,675	I	H&W Investco LP <sup>(2)</sup>
Class A Common Stock	02/17/2023		S		390,675 <sup>(1)</sup>	D	\$24.5	0	I	H&W Investco LP <sup>(2)</sup>
Class A Common Stock								10,472	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
LLC Units in Xponential Holdings LLC	(4)	02/17/2023		C <sup>(3)</sup>			390,675	(5)	(6)	Class A Common Stock	390,675	\$0	7,453,744	I	H&W Investco LP <sup>(2)</sup>

1. Name and Address of Reporting Person * <u>Grabowski Mark</u>  (Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE, SUITE 100  (Street) IRVINE CA 92614  (City) (State) (Zip)
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1. Name and Address of Reporting Person *		
<a href="#">H&amp;W Investco II LP</a>		
(Last)	(First)	(Middle)
113 BUFFALO BAY ROAD		
(Street)		
MADISON	CT	06443
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">H&amp;W INVESTCO LP</a>		
(Last)	(First)	(Middle)
113 BUFFALO BAY ROAD		
(Street)		
MADISON	CT	06443
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">MGAG LLC</a>		
(Last)	(First)	(Middle)
113 BUFFALO BAY ROAD		
(Street)		
MADISON	CT	06443
(City)	(State)	(Zip)

**Explanation of Responses:**

1. On February 17, 2023, the underwriters exercised the option to purchase an additional 750,000 shares of Class A Common Stock from the Reporting Persons in the previously reported public offering at a 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. The total 750,000 shares consist of (i) 359,325 shares of Class A Common Stock held by H&W Investco II LP and (ii) 390,675 shares of Class A Common Stock held by H&W Investco LP following the redemption of LLC Units and cancellation of Class B Common Stock as described and reported herein.
2. MGAG LLC is the general partner of H&W Investco LP and H&W Investco II LP. Mr. Grabowski is the sole manager of MGAG LLC and, through a wholly owned disregarded entity, the controlling member of MGAG LLC.
3. On February 17, 2023, H&W Investco LP redeemed 390,675 LLC Units, together with the cancellation of 390,675 shares of Class B Common Stock, for 390,675 shares of Class A Common Stock.
4. Each LLC Unit in Xponential Holdings LLC 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.
5. The LLC Units are fully vested.
6. The LLC Units do not expire.

[/s/ John Meloun, as Attorney-in-Fact, for Mark Grabowski](#) 02/17/2023

[/s/ John Meloun, as Attorney-in-Fact, for H&W Investco LP](#) 02/17/2023

[/s/ John Meloun, as Attorney-in-Fact, for H&W Investco II LP](#) 02/17/2023

[/s/ John Meloun, as Attorney-in-Fact, for MGAG LLC](#) 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.