

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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).

<b>1. Name and Address of Reporting Person *</b> <u>Junk Ryan</u>  (Last) (First) (Middle) <u>C/O XPONENTIAL FITNESS, INC.</u> <u>17877 VON KARMAN AVE, SUITE 100</u>  (Street) <u>IRVINE CA 92614</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Xponential Fitness, Inc. [ XPOF ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Operating Officer</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/18/2023</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	03/18/2023		F		927 <sup>(1)</sup>	D	\$27.05	11,344 <sup>(2)</sup>	I	By Spouse
Class A Common Stock	05/09/2023		A		1,294 <sup>(3)</sup>	A	\$0	12,638 <sup>(2)</sup>	I	By Spouse
Class A Common Stock	05/09/2023		F		447 <sup>(1)</sup>	D	\$28.7	12,191 <sup>(2)</sup>	I	By Spouse
Class B Common Stock	05/11/2023		D		26,274 <sup>(4)</sup>	D	\$0	0	I	By Spouse
Class A Common Stock	05/11/2023		A		26,274 <sup>(4)</sup>	A	\$0	38,465 <sup>(2)</sup>	I	By Spouse
Class A Common Stock								242,083	D	
Class B Common Stock								33,920	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	(5)	05/11/2023		C <sup>(4)</sup>			26,274	(6)	(7)	Class A Common Stock	26,274	(4)	0	I	By Spouse
LLC Units in Xponential Holdings LLC	(5)							(6)	(7)	Class A Common Stock	33,920		33,920	D	

**Explanation of Responses:**

- Shares were withheld to satisfy tax withholding obligations in connection with the release of shares subject to vesting.
- The balance in column 5 has been updated to correct the number of shares of Class A Common Stock beneficially owned in Table I of the Form 4 filed by the reporting person on February 27, 2023 which overreported the total amount of shares of Class A Common Stock beneficially owned by the reporting person's spouse.
- Represents the Issuer's Class A Common Stock subject to performance stock units (PSUs) award granted pursuant to the Issuer's equity incentive plan. All PSUs are vested.
- On May 11, 2023, the reporting person's spouse redeemed 26,274 LLC Units, together with the cancellation of 26,274 shares of Class B Common Stock, for 26,274 shares of Class A Common Stock.
- 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 Ryan Junk 05/15/2023

\*\* 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.**