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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

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 * <u>Grabowski Mark</u> <hr/> (Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE., SUITE 100 <hr/> (Street) IRVINE CA 92614 <hr/> (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) 08/11/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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 A Common Stock	08/11/2023		P		4,640 ⁽¹⁾	A	\$21.3875 ⁽²⁾	15,112	D	
Class A Common Stock								6,855,613	I	H&W Investco II LP ⁽³⁾
Class B Common Stock								7,453,744	I	H&W Investco LP ⁽³⁾

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	(4)							(5)	(6)	Class A Common Stock	7,453,744		7,453,744	I	H&W Investco LP ⁽³⁾

1. Name and Address of Reporting Person *

Grabowski Mark

(Last) (First) (Middle)

C/O XPONENTIAL FITNESS, INC.,
 17877 VON KARMAN AVE., SUITE 100

(Street)

IRVINE CA 92614

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>H&W Investco II LP</u>		
(Last)	(First)	(Middle)
113 BUFFALO BAY ROAD		
(Street)		
MADISON	CT	06443
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
<u>H&W INVESTCO LP</u>		
(Last)	(First)	(Middle)
113 BUFFALO BAY ROAD		
(Street)		
MADISON	CT	06443
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
<u>MGAG LLC</u>		
(Last)	(First)	(Middle)
113 BUFFALO BAY ROAD		
(Street)		
MADISON	CT	06443
(City)	(State)	(Zip)

Explanation of Responses:

- The transactions reported on this Form 4 resulted in profits under Section 16(b) of the Securities Exchange Act of 1934, for which the Reporting Person has remitted \$9,041.10 to the Issuer, the maximum amount of the profits realized in connection with the transactions.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.36 to \$21.42, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- 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.
- 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.
- The LLC Units are fully vested.
- The LLC Units do not expire.

<u>/s/ John Meloun, as Attorney-in-Fact, for Mark Grabowski</u>	<u>08/14/2023</u>
<u>/s/ John Meloun, as Attorney-in-Fact, for H&W Investco II LP</u>	<u>08/14/2023</u>
<u>/s/ John Meloun, as Attorney-in-Fact, for H&W Investco LP</u>	<u>08/14/2023</u>
<u>/s/ John Meloun, as Attorney-in-Fact, for MGAG LLC</u>	<u>08/14/2023</u>

** 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.