

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL	OWNERSHIP OF SECURITIES
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OMB APPROVAL				
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)									
Name and Address of Reporting Person – Grabowski Mark	(Month/Day/Year) 07/22/2021			3. Issuer Name and Ticker or Trading Symbol Xponential Fitness, Inc. [XPOF]					
(Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE, SUITE 100			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director			5. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) IRVINE, CA 92614							Form filed b	or Joint/Group Filing/Check Applicable Line) y One Reporting Person y More than One Reporting Person	
(City) (State) (Zip)	Table I - Non-Derivative Securities Beneficially Owned								
1.Title of Security (Instr. 4)	2. Amount of Securities Benef (Instr. 4)			nt of Securities Ber	·		Nature of Indirect Beneficial Ownership (Instr. 5)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02) 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 control number. Table II - Derivative Securities Beneficially Owned & g., puts, calls, warrants, options, convertible securities)									
Title of Derivative Security	2. Date Exercis	sable and	3. Title ar	nd Amount of Secu	rities Underlying	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership	
(Instr. 4)	Expiration Date Derivative Security (Instr. 4)			Price of Derivative Security	(D) or Indirect (I)	tt (Instr. 5)			
		Expiration Date	Title	Amount or Number	er of Shares		(Instr. 5)		

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Grabowski Mark C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE, SUITE 100 IRVINE, CA 92614	Х	Х				
H&W INVESTCO LP 113 BUFFALO BAY ROAD MADISON, CT 06443	х	х				
H&W Investco II LP 113 BUFFALO BAY ROAD MADISON, CT 06443	х	х				
MGAG LLC 781 BOSTON POST RD #1313 MADISON, CT 06443	X	Х				

Signatures

/s/ Mark Grabowski	07/22/2021
-Signature of Reporting Person	Date
By: /s/ H&W Investco, LP, By: Mark Graboski, its Authorized Signatory	07/22/2021
Signature of Reporting Person	Date
By: /s/ H&W Investco II, LP, By: Mark Grabowski, its Authorized Signatory	07/22/2021
**Signature of Reporting Person	Date
By: /s/ MGAG LLC, By: Mark Grabowski, its Authorized Signatory	07/22/2021
**Signature of Reporting Person	Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Remarks:

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. Exhibit 24-

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of John Meloun and Sarah Luna as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or member of the Board of Directors of Xponential Fitness, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of June, 2021.

Signature: /s/ Mark Grabowski
Name: Mark Grabowski