

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person Grabowski Mark		2. Date of Event Requiring Statement (Month/Day/Year) 07/22/2021	3. Issuer Name and Ticker or Trading Symbol Xponential Fitness, Inc. [XPOF]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director ____X__ 10% Owner ____ Officer (give title below) _____ Other (specify below)	
C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE, SUITE 100			5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)	IRVINE, CA 92614		6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person __X__ Form filed by 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 Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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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 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

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

Signatures

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

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.

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