

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

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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 [*] Luna Sarah | 2. Date of Event Requiring Statement (Month/Day/Year) 07/22/2021 | 1 0 0 1 | | | bol | |
| (Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE, SUITE 100 (Street) IRVINE, CA 92614 | 07/22/2021 | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) President | | | 5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | Tabla I | Non Dorivo | tivo Sogurition | Donof | | |
| | I able I | - Non-Deriva | live Securities | Бенен | icially Owned | |
| 1.Title of Security (Instr. 4) | 2. Amount of See Beneficially Own (Instr. 4) | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Natur (Instr. 5 | e of Indirect Beneficial Ownership) | |

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

Reporting Owners

| | Relationships | | | | |
|---|---------------|--------------|-----------|-------|--|
| Reporting Owner Name / Address | | 10% Owner | Officer | Other | |
| Luna Sarah C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE, SUITE 100 IRVINE, CA 92614 | | | President | | |

Signatures

| John Meloun, as Attorney-in-Fact, for Sarah Luna | | 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:

Exhibit 24 - Power of Attorney

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 Ryan Junk 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 24^h day of June, 2021.

| Signature: | /s/ Sarah Luna |
|------------|----------------|
| Name: | Sarah Luna |