

(Print or Type Responses)

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

OMB APP	ROVAL		
OMB Number:	3235-0104		
Estimated average burden			
nours per respons	se 0.5		

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

Name and Address of Reporting Person * Morris Brenda I				<i>c</i> ,			
(Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE, SUITE 100			all applicable) 10% Owner Other (spec	Filed(Mon	. If Amendment, Date Original iled(Month/Day/Year)		
(Street) IRVINE, CA 92614			below) below)		Applicable I _X_ Form fi	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)	Table I - Non-Derivative Securities Beneficially Owned						
1. Title of Security (Instr. 4)	E	2. Amount of So Beneficially Ov Instr. 4)	vned	1	4. Nature of Indire (Instr. 5)	ct Beneficial Ownership	
Reminder: Report on a separate line for each class of Persons who respond unless the form displa	to the collection	of informati	on contained in t	nis form are no	t required to res	SEC 1473 (7-02)	
Table II - Derivative	Securities Benefici	ally Owned (e.	g., puts, calls, warr	ants, options, cor	vertible securitie	s)	
(Instr. 4) an	2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and A Securities Un Security (Instr. 4)		Amount of Inderlying Derivative	Price of Derivative	5. Ownership Form of Derivative Security: Direct	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Dat Exe	te Expiration tercisable Date	Title Amou	ant or Number of	Security	(D) or Indirect (I) (Instr. 5)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Brenda I C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE, SUITE 100 IRVINE, CA 92614	X			

Signatures

John Meloun, as Attorney-in-Fact, for Brenda Morris		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 of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of the coll	ber.

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/ Brenda Morris
Name: Brenda Morris