

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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* Moen Megan		2. Issuer Name and Ticker or Trading Symbol Xponential Fitness, Inc. [XPOF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP, Finance	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/26/2021		
C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE, SUITE 100					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
IRVINE, CA 92614					
(City)			(State)		
(Zip)					

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 B Common Stock	07/26/2021		A		129,259 <u>(1)</u>	A	\$ 0.0001	129,259	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
LLC Units in Xponential Holdings LLC	<u>(2)</u>	07/26/2021		A		214,511 <u>(1)</u>		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	\$ 0	214,511	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moen Megan C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE, SUITE 100 IRVINE, CA 92614			EVP, Finance	

Signatures

John Meloun, as Attorney-in-Fact, for Megan Moen	07/28/2021
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) These securities were acquired through the conversion prior to the completion of the Issuer's initial public offering of historical interests held by the reporting person in H&W Franchise Holdings, LLC.

(2) Upon vesting, each LLC unit in Xponential Holdings LLC ("LLC Unit") 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 do not expire.

The LLC Units (i) are fully vested as to 78,109 LLC Units, (ii) service-vest as to 17,050 LLC Units on each of the first four anniversaries of September 26, 2017 and (iii) performance-vest as to 68,202 LLC Units based on the achievement of a specified per share price for the Issuer's Class A common stock for 25 of 30 consecutive trading days following the end of the initial public offering 180-day lock-up period.

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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