

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 * Luna Sarah		2. Issuer Name and Ticker or Trading Symbol Xponential Fitness, Inc. [XPOF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/26/2021		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
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		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		42,609 (1)	A	\$ 0.0001	42,609	D	
Class A Common Stock	07/27/2021		A		123,185 (2)	A	\$ 0	123,185	D	

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

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. SEC 1474 (9-02)

**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		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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
LLC Units in Xponential Holdings LLC	(3)	07/26/2021		A		58,735 (1)	(4)	(4)	Class A Common Stock	58,735	\$ 0	58,735	D	

Reporting Owners

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

Signatures

/s/ John Meloun, as Attorney-in-Fact, for Sarah Luna		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) Represents a grant of restricted stock units that will vest, subject to continued employment, 50% on the first anniversary of the date of grant, 25% on the 18-month anniversary of the date of grant and 25% on the second anniversary of the date of grant.
- (3) 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.
- (4) The LLC Units (i) are fully vested as to 39,053 LLC Units, (ii) service-vest as to 1,778 LLC Units on each of the first four anniversaries of October 25, 2018 and as to 1,364 LLC Units on each of the first two anniversaries of April 13, 2021 and (iii) performance-vest as to 9,842 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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