

# FORM 4

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

OMB APPROVAL	
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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 * <b>Junk Ryan</b>		2. Issuer Name and Ticker or Trading Symbol <b>Xponential Fitness, Inc. [XPOF]</b>		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) <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>07/26/2021</b>		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			4. If Amendment, Date Original Filed (Month/Day/Year)			
(Street) <b>IRVINE, CA 92614</b>			(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		1,138 (1)	A	\$ 0.0001	1,138	D	
Class B Common Stock	07/26/2021		A		6,568 (1)	A	\$ 0.0001	6,568	I	By Spouse
Class A Common Stock	07/27/2021		A		121,862 (2)	A	\$ 0	121,862	D	
Class A Common Stock	07/27/2021		A		16,873 (2)	A	\$ 0	16,873	I	By Spouse

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
LLC Units in Xponential Holdings LLC	(3)	07/26/2021		A		33,920 (1)	(4)	(4)	Class A Common Stock	33,920	\$ 0	33,920	D	
LLC Units in Xponential Holdings LLC	(3)	07/26/2021		A		26,274 (1)	(5)	(5)	Class A Common Stock	26,274	\$ 0	26,274	I	By Spouse

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Junk Ryan C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE, SUITE 100 IRVINE, CA 92614			Chief Operating Officer	
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## Signatures

/s/ John Meloun, as Attorney-in-Fact, for Ryan Junk		07/28/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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 and his spouse in H&W Franchise Holdings, LLC as.
- (2) Represents a grant of restricted stock units that will vest, subject to continued employment of the applicable direct holder, 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.
  - The LLC Units (i) service-vest as to 1,138 LLC Units on February 27, 2021 and as to 6,556 LLC Units on February 27, 2022 and (ii) performance-vest as to 26,226 LLC Units based on
- (4) 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.
  - The LLC Units (i) service-vest as to 3,284 LLC Units on each of the first four anniversaries of August 6, 2018 and (ii) performance-vest as to 13,138 LLC Units based on the
- (5) 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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