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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Grabowski Mark</u>  (Last) (First) (Middle) 17877 VON KARMAN AVE, SUITE 100 C/O XPONENTIAL FITNESS, INC.  (Street) IRVINE CA 92614  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xponential Fitness, Inc. [ XPOF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/21/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	11/21/2024		D		1,352,047 <sup>(1)</sup>	D	\$0	6,101,697	I	H&W Investco LP <sup>(2)</sup>
Class A Common Stock	11/21/2024		M		1,352,047 <sup>(1)</sup>	A	\$0	1,352,047	I	H&W Investco LP <sup>(2)</sup>
Class A Common Stock	11/21/2024		S		1,352,047 <sup>(3)</sup>	D	\$15.35	0	I	H&W Investco LP <sup>(2)</sup>
Class A Common Stock	11/21/2024		S		1,243,551 <sup>(3)</sup>	D	\$15.35	5,612,062	I	H&W Investco II LP <sup>(2)</sup>
Class A Common Stock								30,546	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
LLC Units in Xponential Holdings LLC	(4)	11/21/2024		C			1,352,047	(5)	(6)	Class A Common Stock	1,352,047	\$0	6,101,697	I	H&W Investco LP <sup>(2)</sup>

**Explanation of Responses:**

- On November 21, 2024, H&W Investco LP ("Investco I") redeemed 1,352,047 LLC Units, together with the cancellation of 1,352,047 shares of Class B Common Stock, for 1,352,047 shares of Class A Common Stock.
- MGAG LLC is the general partner of Investco I and H&W Investco II LP ("Investco II"). Mr. Grabowski is the sole manager of MGAG LLC and, through a wholly owned disregarded entity, the controlling member of MGAG LLC.
- On November 20, 2024, Investco I and Investco II enlisted BofA Securities, Inc. as broker-dealer in connection with the sale of 2,595,598 shares of the Issuer's Class A Common Stock at the public offering price of \$15.35 per share, less the broker discount of \$1.91 per share. On November 21, 2024, Investco I and Investco II sold 1,352,047 shares of Class A Common Stock and 1,243,551 shares of Class A Common Stock, respectively, pursuant to Rule 144 under the Securities Act of 1933, as amended, through its broker-dealer.
- Each LLC Unit in Xponential Holdings LLC 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 are fully vested.
- The LLC Units do not expire.

/s/ Mark Grabowski 11/22/2024  
 \*\* Signature of Reporting Person Date

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

\* 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).

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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