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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>King Mark James</u> <hr/> (Last) (First) (Middle) 17877 VON KARMAN AVE, SUITE 100 C/O XPONENTIAL FITNESS, INC. <hr/> (Street) IRVINE CA 92614 <hr/> (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) Director 10% Owner Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 A Common Stock	06/17/2024		A		161,875 <sup>(1)</sup>	A	\$0	161,875	D	
Class A Common Stock	06/17/2024		A		161,874 <sup>(2)</sup>	A	\$0	323,749	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					

**Explanation of Responses:**

- Represents the Issuer's Class A common stock subject to restricted stock units (RSUs) award granted pursuant to the Issuer's equity incentive plan. The RSUs shall vest with respect to 25% of shares subject to such RSUs on each of the 12-, 24-, 30, and 36-month anniversaries of June 17, 2024, in each case subject to the Reporting Person's continued employment through such vesting date.
- Represents the Issuer's Class A common stock subject to restricted stock units (RSUs) award granted pursuant to the Issuer's equity incentive plan. The RSUs shall vest in three substantially equal amounts if, during the 36-month period following June 17, 2024, the closing price of the Issuer's Class A common stock, as reported on the New York Stock Exchange, equals or exceeds \$16.00, \$25.00, or \$30.00, respectively, for 20 consecutive trading days, subject to the Reporting Person's continued employment through such vesting date.

/s/ John P Meloun, as Attorney-in-Fact for Mark James King 06/21/2024

\*\* 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.

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 Number.