

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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| OMB Number: | 3235-0287 |
| Estimated average burden | |
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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

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 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) <u>17877 VON KARMAN AVE, SUITE 100</u> <u>C/O XPONENTIAL FITNESS, INC.</u> (Street) <u>IRVINE</u> <u>CA</u> <u>92614</u> (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) <u>04/01/2025</u> | |
| | 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 | 04/01/2025 | | A | | 4,080 ⁽¹⁾ | A | \$0 | 37,106 | D | |
| Class A Common Stock | 05/21/2025 | | A | | 12,512 ⁽²⁾ | A | \$0 | 49,618 | D | |
| Class A Common Stock | | | | | | | | 5,612,062 | I | H&W Investco II LP ⁽³⁾ |
| Class B Common Stock | | | | | | | | 6,101,697 | I | H&W Investco LP ⁽³⁾ |

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 | Amount or Number of Shares | | | | |
| LLC Units in Xponential Holdings LLC | (4) | | | | | | | (5) | (5)(6) | Class A Common Stock | 6,101,697 | | 6,101,697 | I | H&W Investco LP ⁽³⁾ |

Explanation of Responses:

1. Represents the Issuers Class A common stock subject to restricted stock units (RSUs) award granted to the Reporting Person for services on the Issuer's board of directors. The RSUs are fully vested.
2. Represents the Issuer's Class A common stock subject to restricted stock units (RSUs) award granted to the Reporting Person for services on the Issuer's board of directors. All shares subject to the RSUs will vest, subject to continued service, on the earlier of the first anniversary date of the Issuer's 2025 Annual Meeting of Stockholders [is this "and" or "or"?] the date of the Issuer's 2026 Annual Meeting of Stockholders.
3. MGAG LLC is the general partner of H&W Investco LP and H&W Investco II LP. Mr. Grabowski is the sole manager of MGAG LLC and, through a wholly owned disregarded entity, the controlling member of MGAG LLC.
4. 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.
5. The LLC Units are fully vested.
6. The LLC Units do not expire.

/s/ John Meloun, as Attorney-in-Fact for Mark Grabowski 05/22/2025
** 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.