

July 20, 2021

VIA EDGAR TRANSMISSION AND FEDEX

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E. Washington, D.C. 20549

Attention: Mr. Nicholas Lamparski
Ms. Mara Ramson

**Re: Xponential Fitness, Inc.
Registration Statement on Form S-1
Registration No. 333-257443**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended (the "Act"), BofA Securities, Inc. and Jefferies LLC, as representatives of the several underwriters, hereby join Xponential Fitness, Inc. in requesting that the Securities and Exchange Commission take appropriate action to cause the Registration Statement on Form S-1 (File No. 333-257443) (the "Registration Statement") to become effective on July 22, 2021 at 4:00 p.m., Eastern Time, or as soon as practicable thereafter.

Pursuant to Rule 460 under the Act, please be advised that we will take reasonable steps to secure adequate distribution of the preliminary prospectus to underwriters, dealers, institutions and others prior to the requested effective time of the Registration Statement.

We advise that we have complied and will continue to comply, and that we have been informed by the participating underwriters that they have complied and will continue to comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended, to the extent applicable.

Very truly yours,

By: BOFA SECURITIES, INC.

By: /s/ Michael Liloia

Name: Michael Liloia
Title: Director

By: JEFFERIES LLC

By: /s/ Mike Bauer

Name: Mike Bauer
Title: Managing Director