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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

Xponential Fitness, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

84-4395129
(I.R.S. Employer Identification No.)

17877 Von Karman Ave
Irvine, California
(Address of principal executive offices)

92614
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Class A Common stock, par value \$0.0001 per share	The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:
333-257443.

Securities to be registered pursuant to Section 12(g) of the Act:
None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant’s Securities to be Registered.

A description of the Class A common stock, par value \$0.0001 per share, of Xponential Fitness, Inc. (the “Registrant”) to be registered hereunder is set forth under the heading “Description of Capital Stock” in the Registrant’s registration statement on Form S-1 (File No. 333-257443) originally filed with the Securities and Exchange Commission on June 25, 2021, as thereafter amended (the “Registration Statement”), which description is incorporated herein by reference. Any prospectus that constitutes part of the Registration Statement and is filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933 shall be deemed incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: July 20, 2021

Xponential Fitness, Inc.
(Registrant)

By: /s/ Anthony Geisler
Name: Anthony Geisler
Title: Chief Executive Officer