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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2022

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**XPONENTIAL FITNESS, INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-40638  
(Commission  
File Number)

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

17877 Von Karman Ave., Suite 100  
Irvine, CA  
(Address of principal executive offices)

92614  
(Zip Code)

Registrant's telephone number, including area code: (949) 346-3000

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2, below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	XPOF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the 2022 annual meeting of stockholders of Xponential Fitness, Inc. (the “Company”) held on May 11, 2022, the following proposals were approved by the stockholders: (i) the election of one Class I director nominee listed in the proxy statement to serve on the Board of Directors of the Company and (ii) the ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022, each by the votes set forth below:

Proposal 1: Election of Directors:

<u>Name of Director</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Brenda Morris	37,624,283	1,999,731	1,169,643

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
40,672,757	116,308	4,592

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 17, 2022

XPONENTIAL FITNESS, INC.

By: /s/ Anthony Geisler

Name: Anthony Geisler

Title: Chief Executive Officer