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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): July 21, 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)

**001-40638**  
(Commission  
File Number)

**84-4395129**  
(IRS Employer  
Identification No.)

**17877 Von Karman Ave., Suite 100**  
**Irvine, CA 92614**  
(Address of principal registered offices, including zip code)

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

**Not Applicable**  
(Former name or former address, if changed since last report)

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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 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 21, 2022, the Board of Directors (the “Board”) of Xponential Fitness, Inc. (the “Company”), upon recommendation by the Nominating and Corporate Governance Committee of the Board, elected and appointed Jair Clarke as a member of the Board and as a member of the Audit Committee and the Human Capital Management Committee of the Board.

Jair Clarke, age 41, has served as the Global Chief Technology Officer of Commercial Systems for All Industries at Microsoft Corporation, a multinational technology company that produces computer software, cloud computing services, personal computers and electronics, and other related services, since August 2020, where he is responsible for commercial systems, business intelligence and processes for Microsoft Customers and Partner Solutions. He has also overseen worldwide innovation, product management, digital transformation, digital marketing, cybersecurity, data science, emerging tech & experiences for Microsoft. His executive experience covers several industries including health, financial services & insurance, energy, media & entertainment, technology, retail, sales, consumer products, public sector, cruise line, and more. Prior to joining Microsoft, from August 2014 to August 2020, Mr. Clarke served in a variety of technology and business executive positions at The Walt Disney Company, a diversified worldwide entertainment company, where he was responsible digital analytics, business strategy technologies and roadmaps, most recently supporting the Chief Commercial Officer. Before Disney, from 2007 to 2014, Mr. Clarke was an IT & Business Development Executive at IBM. Prior to IBM, from 2005 to 2007, Mr. Clarke worked at Lockheed Martin, where he consistently expanded his technology responsibilities. Mr. Clarke holds a B.B.A. degree in computer information systems from the University of Miami.

As a newly appointed director of the Company, Mr. Clarke is eligible to participate in the Company’s director compensation program as approved by the Compensation Committee, which will consist of annual cash retainer of \$75,000, annual RSU award with a value of \$85,000, an annual cash fee of \$9,500 for service on the Audit Committee and an annual cash fee of \$7,500 for service on the Human Capital Management Committee. In addition, Mr. Clarke is expected to enter into a standard form of indemnification agreement with the Company for directors.

A copy of the press release announcing Mr. Clarke’s appointment is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

99.1 [Press Release dated July 21, 2022](#)

104 Cover Page Interactive Data File - the cover page XBRL tags are embedded within Inline XBRL document

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**SIGNATURE**

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

Dated: July 21, 2022

**Xponential Fitness, Inc.**

By: /s/ John Meloun

Name: John Meloun

Title: Chief Financial Officer



### **Xponential Fitness, Inc. Appoints Jair Clarke to Board of Directors**

IRVINE, Calif., July 21, 2022—Xponential Fitness, Inc. (NYSE: XPOF) (“Xponential” or “the Company”), the largest global franchisor of boutique fitness brands, announced that effective today, Jair Clarke has been appointed to serve on the Company’s Board of Directors. Mr. Clarke will also serve on the Company’s Audit and Human Capital Management Committees.

Mark Grabowski, Chairman of the Board of Xponential Fitness, commented, “Optimizing complex systems, data, and business intelligence is an integral part of successfully scaling Xponential’s global footprint. Given Jair’s current role as Global Chief Technology Officer of Commercial Systems at Microsoft Corporation and his prior senior digital leadership roles at Disney and IBM, it’s hard to imagine anyone who could be a better fit for the board.”

Anthony Geisler, CEO of Xponential Fitness, added, “Every day we strive to put our global franchisees in a position to succeed in a dynamic, fast-paced industry. Our board is constantly evolving to ensure that we have the right skillsets to guide and oversee our growth. Given how important technology is to Xponential and its franchisees, I know I speak for all the other board members in saying that we can’t wait to begin working with Jair.”

Mr. Clarke’s extensive experience across four Fortune 100 companies includes product management, digital transformation, digital marketing, cybersecurity, data science, emerging technology and experiences and worldwide innovation. Currently, he serves as the Global Chief Technology Officer of Commercial Systems at Microsoft Corporation. In this role, Mr. Clarke is responsible for overseeing commercial systems, business intelligence and processes across all industries for Microsoft Customers and Partner Solutions’ over \$100 billion business. Prior to his current role, Mr. Clarke served as Executive, Business Strategy, Digital Intelligence & Technology at the Walt Disney Company, where he was responsible for Disney’s digital analytics, business strategy technologies and roadmaps supporting the Chief Commercial Officer. Before Disney, he was an IT & Business Development Executive at IBM, and worked in IT at Lockheed Martin. Mr. Clarke holds a B.B.A. degree in computer information systems from the University of Miami. During his time at the University of Miami, he was a member of the school’s football team, helping them achieve a national championship title in 2001.

#### **About Xponential Fitness, Inc.**

Xponential Fitness, Inc. (NYSE: XPOF) is the largest global franchisor of boutique fitness brands. Through its mission to make boutique fitness accessible to everyone, the Company operates a diversified platform of ten brands spanning across verticals including Pilates, indoor cycling, barre, stretching, rowing, dancing, boxing, running, functional training and yoga. In partnership with its franchisees, Xponential offers energetic, accessible, and personalized workout experiences led by highly qualified instructors in studio locations across 48 U.S. states and Canada, and through master franchise or international expansion agreements in 12 additional



countries. Xponential Fitness' portfolio of brands includes Club Pilates, the nation's largest Pilates brand; CycleBar, the nation's largest indoor cycling brand; StretchLab, the largest assisted stretching brand in the United States; Row House, a high-energy, low-impact indoor rowing workout; AKT, a dance-based cardio workout combining toning, interval and circuit training; YogaSix, the largest franchised yoga brand; Pure Barre, a total body workout that uses the ballet barre to perform small isometric movements; STRIDE, a treadmill-based cardio and strength training concept; Rumble, a boxing-inspired full-body workout; and BFT, a functional training, and strength-based program. For more information, please visit the Company's website at <https://xponential.com>.

#### **Forward-Looking Statements**

This press release contains forward-looking statements that are based on current expectations, estimates, forecasts and projections of future performance based on management's judgment, beliefs, current trends, and anticipated product performance. These forward-looking statements include, but are not limited to, statements relating to the technology solutions and capabilities of the Board of Directors. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those contained in the forward-looking statements. These factors include, but are not limited to, the impact of the COVID-19 pandemic on our business and franchisees; our relationships with master franchisees and franchisees; difficulties and challenges in opening studios by franchisees; the ability of franchisees to generate sufficient revenues; risks relating to expansion into international markets; loss of reputation and brand awareness; material weakness in our internal control over financial reporting; and other risks as described in our SEC filings, including our Annual Report on Form 10-K for the full year ended December 31, 2021 filed by Xponential with the SEC and other periodic reports filed with the SEC. Other unknown or unpredictable factors or underlying assumptions subsequently proving to be incorrect could cause actual results to differ materially from those in the forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance, or achievements. You should not place undue reliance on these forward-looking statements. All information provided in this press release is as of today's date, unless otherwise stated, and Xponential undertakes no duty to update such information, except as required under applicable law.

#### **Contact:**

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