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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 27, 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 2.02. Results of Operations and Financial Condition**

On July 27, 2022, Xponential Fitness, Inc. issued a press release announcing certain preliminary financial results for the quarter ended June 30, 2022. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information in this Item 2.02 (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit

No.	Description
99.1	<a href="#">Press release dated July 27, 2022</a>
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.

XPONENTIAL FITNESS, INC.

Date: July 27, 2022

By: /s/ Anthony Geisler

Name: Anthony Geisler

Title: Chief Executive Officer

**Xponential Fitness, Inc. Provides Second Quarter 2022 Operating Highlights and Announces Upcoming Earnings Conference Call**

*Company expects to deliver strong second quarter results and is on track to meet or exceed full-year guidance*

IRVINE, Calif., July 27, 2022—Xponential Fitness, Inc. (NYSE: XPOF), the largest global franchisor of boutique fitness brands, today provided second quarter 2022 operating highlights and announced it will release its second quarter 2022 financial results on Thursday, August 11, 2022 after the market closes.

“Xponential Fitness expects to deliver strong results for the second quarter of 2022 and has continued to reinforce its position as the leading provider of boutique fitness globally,” said Anthony Geisler, Chief Executive Officer of Xponential Fitness, Inc. “We saw consistent strength across all of our key operating metrics in the second quarter as consumers continue to prioritize health and wellness as a necessary investment, not discretionary spend. While no one is entirely immune from inflation or overall macroeconomic uncertainty, we are delivering on our expectations. Xponential entered the second half of 2022 on solid ground and is on track to meet or exceed guidance metrics for the year.”

**Q2 2022 Operating Highlights**

For the quarter ended June 30, 2022, the Company is providing the following preliminary results. Please note that all figures are for North America unless otherwise noted as global:

- Opened 128 studios, increasing global open studios to 2,357;
- Sold 251 licenses, increasing total licenses sold to 4,935 across 10 brands globally;
- Grew total members by 32% year-over-year to 539,000, up from 408,000 in Q2 2021;
- Grew studio visits by 28% year-over-year to 9.7 million, up from 7.6 million in Q2 2021;
- Increased system-wide sales<sup>(1)</sup> to \$250 million, up 45% from \$172 million in Q2 2021;
- Delivered same store sales<sup>(2)</sup> growth of 25%, compared to 129% in Q2 2021; and
- Achieved Q2 2022 run-rate average unit volume (AUV)<sup>(3)</sup> of \$480,000, compared to \$384,000 in Q2 2021.

**Second Quarter 2022 Conference Call**

Xponential Fitness will release its second quarter 2022 financial results on Thursday, August 11, 2022 after the market closes. Management will host a conference call to discuss the results at 1:30 p.m. PT / 4:30 p.m. ET the same day.

To access the event by telephone, please dial (877)407-9716 and provide conference ID 13730206 approximately 15 minutes prior to the start time to allow time for registration. International callers should dial +1 (201) 493-6779 and provide the same conference ID.

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The call will also be broadcast live over the Internet and can be accessed in the Investor Relations section of Xponential Fitness' website at <https://investor.xponential.com/>. To listen to the live webcast, please visit the site at least 15 minutes prior to the start time to register, download and install any necessary audio software.

For those unable to join for the live presentation, a replay of the call will be available after the live presentation through August 25, 2022. To access the replay, dial (844) 512-2921 (U.S. and Canada) or +1 (412)317-6671 (International) and enter the pin number: 13730206. A replay of the webcast also will be available following the event, accessible in the Investor Relations section of Xponential Fitness' website at <https://investor.xponential.com/>.

#### **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 Fitness 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 largest Pilates brand in the United States; CycleBar, the largest indoor cycling brand in the United States; StretchLab, a concept offering one-on-one and group stretching services; Row House, the largest franchised indoor rowing brand in the United States; AKT, a dance-based cardio workout combining toning, interval and circuit training; YogaSix, the largest franchised yoga brand in the United States; Pure Barre, a total body workout that uses the ballet barre to perform small isometric movements, and the largest Barre brand in the United States; 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 [xponential.com](https://xponential.com).

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

This press release contains forward-looking statements that are based on current expectations, estimates, forecasts and projections based on management's judgment, beliefs, current trends, and anticipated performance, including statements regarding the preliminary financial results and operating highlights for the quarter ended June 30, 2022, timing of earnings release for the second quarter of 2022 and full year 2022 financial guidance. 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

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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 Fitness 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 Fitness undertakes no duty to update such information, except as required under applicable law.

#### Footnotes

- <sup>1</sup> System-wide sales represent gross sales by all studios. System-wide sales includes sales by franchisees that are not revenue realized by us in accordance with GAAP. While we do not record sales by franchisees as revenue, and such sales are not included in our consolidated financial statements, this operating metric relates to our revenue because we receive approximately 7% and 2% of the sales by franchisees as royalty revenue and marketing fund revenue, respectively. We believe that this operating measure aids in understanding how we derive our royalty revenue and marketing fund revenue and is important in evaluating our performance. System-wide sales growth is driven by new studio openings and increases in same store sales. Management reviews system-wide sales monthly, which enables us to assess changes in our franchise revenue, overall studio performance, the health of our brands and the strength of our market position relative to competitors.
- <sup>2</sup> Same store sales refer to period-over-period sales comparisons for the base of studios. We define the same store sales base to include studios in North America that have been open for at least 13 calendar months as of the measurement date. Any transfer of ownership of a studio does not affect this metric. We measure same store sales based solely upon monthly sales as reported by franchisees. This measure highlights the performance of existing studios, while excluding the impact of new studio openings. Management reviews same store sales to assess the health of the franchised studios.
- <sup>3</sup> AUV is calculated by dividing sales during the applicable period for all studios being measured by the number of studios being measured. Quarterly run-rate AUV consists of average quarterly sales for all studios that are at least 6 months old at the beginning of the respective quarter, multiplied by four. Monthly run-rate AUV is calculated as the monthly AUV multiplied by twelve, for studios that are at least 6 months old at the beginning of the respective month. AUV growth is primarily driven by changes in same store sales and is also influenced by new studio openings. Management reviews AUV to assess studio economics.

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