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

FORM 8-K

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

Date of Report (Date of earliest event reported): April 10, 2024

XPONENTIAL FITNESS, INC.

(Exact name of registrant as specified in its charter)

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)

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.

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

On April 10, 2024, 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 Jeffrey Lawrence as a member of the Board and as a member of the Audit Committee of the Board.

Jeffrey Lawrence, age 50, has served on the board of directors of Shake Shack since May 2023. Beginning in 2000, Mr. Lawrence spent more than 20 years at Domino’s Pizza, Inc., the leader in the global pizza industry, including five years as Executive Vice President & Chief Financial Officer. Mr. Lawrence was instrumental in Domino’s successful initial public offering, then the largest restaurant IPO ever, as well as the ground-breaking turnaround of the brand including the technological transformation, global expansion and dramatic increase in store level profitability, all of which led to best-in-class shareholder returns for more than a decade. Mr. Lawrence also previously served on the board of directors of Domino’s master franchisee in China. Subsequent to his time at Domino’s, he served as Chief Financial Officer of FIGS, Inc., a direct-to-consumer apparel brand, where he led its successful initial public offering and partnered to grow significant shareholder value during his tenure, from 2020 to 2021. Mr. Lawrence later served as Chief Financial Officer of ShiftKey, a technology-enabled marketplace connecting licensed professionals to the future of work, a position he held from 2022 to 2023. Mr. Lawrence began his career in public accounting and is a certified public accountant (registered status) in the State of Michigan. Mr. Lawrence holds an MBA with High Distinction from the Ross School of Business at the University of Michigan as well as a BBA (summa cum laude) from Wayne State University.

As a newly appointed director of the Company, Mr. Lawrence 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 \$78,750, annual RSU award with a value of \$89,250 and an annual cash fee of \$9,975 for service on the Audit Committee. In addition, Mr. Lawrence has entered into a standard form of indemnification agreement with the Company for directors.

A copy of the press release announcing Mr. Lawrence’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 April 11, 2024](#)

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

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: April 11, 2024

Xponential Fitness, Inc.

By: /s/ John Meloun

Name: John Meloun

Title: Chief Financial Officer

NOT FOR IMMEDIATE RELEASE**Xponential Fitness, Inc. Appoints Jeffrey Lawrence to its Board of Directors**

IRVINE Calif., April 11, 2024 – Xponential Fitness, Inc. (NYSE: XPOF) (“Xponential” or “the Company”), the largest global franchisor of health and wellness brands, today announced that Jeffrey Lawrence has been appointed to the Company’s Board of Directors, effective April 10, 2024. Mr. Lawrence will serve on the Board’s Audit Committee.

Mark Grabowski, Chairman of the Board of Xponential, said, “Jeff is an accomplished executive and board member with decades of leadership experience at some of the most well-known consumer brands, including Domino’s, FIGS and Shake Shack. In addition to his deep financial acumen and track record of value creation, he brings expertise in executing franchise expansions on a global scale. We’re pleased to welcome Jeff to the Board as we continue to drive shareholder value.”

Anthony Geisler, CEO of Xponential, added, “We’re proud of Xponential’s momentum in the boutique health and wellness market and remain committed to delivering on our near- and long-term strategic initiatives. As we continue to focus on expanding our global platform and optimizing customer experiences, we look forward to benefitting from Jeff’s expertise in franchising and technology.”

Mr. Lawrence said, “Xponential has built an incredible platform – with a sophisticated portfolio of differentiated health and wellness franchise brands that appeal to a wide variety of consumers. I have dedicated the majority of my career to helping innovative consumer companies transform into established industry leaders and am confident in the opportunities ahead that will lend to Xponential’s continued growth. I look forward to collaborating with my fellow directors as we support the Company in expanding its franchise model to drive growth.”

Mr. Lawrence has more than 25 years of experience with expertise in consumer retail and global franchising, as well as in digital and technological transformation and capital markets. He previously served as Executive Vice President & Chief Financial Officer at Domino’s Pizza, Inc., where he supported the brand through its technological transformation and global expansion. Mr. Lawrence also served on the Board of Directors of DPC Dash, Domino’s master franchisee in China. Following his tenure at Domino’s, Mr. Lawrence served as Chief Financial Officer of FIGS, Inc., a direct-to-consumer apparel brand, and as Chief Financial Officer of ShiftKey, a technology-enabled marketplace connecting licensed professionals to the future of work. He currently serves on the Board of Directors of Shake Shack (NYSE: SHAK). Mr. Lawrence is a certified public accountant (registered status) in the State of Michigan and holds an MBA with High Distinction from the Ross School of Business at the University of Michigan and a BBA from Wayne State University.

About Xponential Fitness, Inc.

Xponential Fitness, Inc. (NYSE: XPOF) is the largest global franchisor of health and wellness brands. Through its mission to make health and wellness accessible to everyone, the Company operates a diversified platform of ten brands spanning across verticals including Pilates, indoor cycling, barre, stretching, rowing, dancing, boxing, strength training, metabolic health, and yoga. In partnership with its franchisees, Xponential offers energetic, accessible, and personalized workout experiences led by highly qualified instructors in studio locations throughout the U.S. and internationally, with franchise, master franchise and international expansion agreements in 49 U.S. states and 22 additional countries.

Xponential's 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, the largest assisted stretching brand in the United States 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 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; Rumble, a boxing-inspired full-body workout; BFT, a functional training and strength-based program; and Lindora, a leading provider of medically guided wellness and metabolic health solutions. For more information, please visit the Company's website at 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, our relationships with master franchisees, franchisees and international partners; 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; general economic conditions and industry trends; and other risks as described in our SEC filings, including our Annual Report on Form 10-K for the full year ended December 31, 2023, 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.

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