

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

FORM 8-K/A

**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 10, 2024

XPONENTIAL FITNESS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40638
(Commission
File Number)

84-4395129
(I.R.S. Employer
Identification Number)

**17877 Von Karman Avenue, Suite 100
Irvine, CA 92614**
(Address of principal executive 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 Forms 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 (§230.405 of this chapter) or Rule 12b-2 of 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

This Current Report on Form 8-K/A (this “Current Report”) amends the Current Report on Form 8-K filed by Xponential Fitness, Inc. (the “Company”) with the Securities and Exchange Commission (the “SEC”) on May 10, 2024 (the “Original Report”) and is being filed in order to supplement the Company’s disclosure under Items 5.02 and 8.01 of the Original Report. The Original Report otherwise remains unchanged.

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

CEO Resignation

Mr. Anthony Geisler resigned as Chief Executive Officer of the Company, effective May 13, 2024.

Compensation of Interim Chief Executive Officer

As previously disclosed in the Original Report, Ms. Brenda Morris has been appointed by the Company's Board of Directors to serve as the Company's Interim Chief Executive Officer. As consideration for Ms. Morris' service as Interim Chief Executive Officer, the Human Capital Management Committee of the Board of Directors has approved the following compensation: Ms. Morris will receive a monthly salary of \$100,000, a restricted stock units (RSUs) award with a value of \$100,000 for each month of service as Interim Chief Executive Officer which will vest immediately upon issuance, and a one-time exigency stipend in an amount to be determined by the Human Capital Management Committee of the Board of Directors not to exceed \$10,000.

Item 7.01 Regulation FD Disclosure.

On May 17, 2024, the Company issued a press release announcing the resignation of Anthony Geisler as Chief Executive Officer of the Company. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 and the related information in Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section and shall not be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended or the Exchange Act except as set forth by specific reference in such filing.

Item 8.01 Other Events.

The Board of Directors of the Company intends to withdraw its nomination of Mr. Geisler as a Class III director in connection with the Company 2024 Annual Meeting of Stockholders. The Company will file a supplement to the Company's Proxy Statement filed with the SEC on April 18, 2024 to reflect that Mr. Geisler will no longer be nominated to serve as a Class III director.

Item 9.01 Financial Statements Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release dated May 17, 2024.
104	Cover Page Interactive Data File (embedded within Inline XBRL document).

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: May 17, 2024

By: /s/ Brenda Morris

Name Brenda Morris

Title Interim Chief Executive Officer

Xponential Fitness Provides Update on Leadership Transition

Anthony Geisler Resigns as CEO

IRVINE, Calif., May 17, 2024 – Xponential Fitness, Inc. (NYSE: XPOF) (“Xponential” or the “Company”), today announced that Anthony Geisler has resigned as Chief Executive Officer of Xponential. Brenda Morris will continue to serve as Xponential’s Interim Chief Executive Officer.

The Board has initiated a search for the Company’s next CEO with support from the previously retained leading executive search firm.

“With Brenda serving as Interim CEO, we are confident that Xponential is poised to continue to build on our successful track record,” said Mark Grabowski, Chairman of Xponential. “Xponential’s brands continue to resonate with consumers as evidenced by our all-time high membership of 796,000 in April, up 1.7% sequentially from March. We remain focused on ensuring a smooth transition across our organization and continuing to serve our customers and franchisees as we execute our growth strategy.”

About Xponential Fitness, Inc.

Xponential Fitness, Inc. (NYSE: XPOF) is one of the leading global franchisors of boutique 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 affirmation of previously-issued 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, 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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