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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): November 16, 2024**

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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 November 16, 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 Bruce Haase as a member of the Board and as a member of the Human Capital Management Committee of the Board.

Bruce Haase, age 63, previously served as the CEO of Extended Stay America, Inc. Mr. Haase has been the chairman and majority shareholder of HomeWell Franchising, Inc. Mr. Haase previously served as CEO of WoodSpring Suites. Prior to WoodSpring, Mr. Haase was an Executive Vice President at Choice Hotels International, Inc. Mr. Haase holds an M.B.A. from the Wharton School at the University of Pennsylvania, an M.S. in Engineering from Johns Hopkins University, and a B.S. in Engineering from Virginia Tech.

As a newly appointed director of the Company, Mr. Haase is eligible to participate in the Company’s director compensation program as approved by the Human Capital Management Committee, which will consist of an annual cash retainer of \$80,000, annual RSU award with a value of \$110,000 and an annual cash fee of \$10,000 for service on the Human Capital Management Committee of the Board. In addition, Mr. Haase is expected to enter into a standard form of indemnification agreement with the Company for directors.

A copy of the press release announcing Mr. Haase’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 November 18, 2024](#)

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: November 18, 2024

**Xponential Fitness, Inc.**

By: /s/ John Meloun

Name: John Meloun

Title: Chief Financial Officer



### Xponential Fitness, Inc. Appoints Bruce Haase to its Board of Directors

**IRVINE Calif., November 18, 2024** – Xponential Fitness, Inc. (NYSE: XPOF) (“Xponential” or “the Company”), one of the leading global franchisors of boutique health and wellness brands, today announced that Bruce Haase has been appointed to the Company’s Board of Directors, effective November 16, 2024. Mr. Haase will also serve on the Board’s Human Capital Management Committee.

Mark Grabowski, Chairman of the Board of Xponential, said, “Bruce is an accomplished executive with extensive experience operating consumer-oriented hospitality brands, including as CEO of Extended Stay America and WoodSpring Suites. Further, Bruce has a deep understanding of franchising as the Chairman and majority shareholder of HomeWell Care Services, one of the nation’s leading non-medical in-home care franchisors, and through his previous role as an executive vice president at Choice Hotels International, one of the world’s largest hotel franchisors. Throughout his career, Bruce has demonstrated an impressive track record of value creation, business transformation, and strategic growth. The Board is looking forward to collaborating with Bruce.”

Mark King, CEO of Xponential, added, “I am thrilled with Bruce’s addition to the board. His operational acumen and franchisor experience will be instrumental for Xponential as we transition to a more marketing and operations-driven culture that places franchisee success at the center.”

Mr. Haase said, “I am honored to join Xponential. My career has been dedicated to building consumer-focused brands by delivering abest-in-class franchisee experience to large franchise networks. I am looking forward to helping Xponential execute on its vision to foster a franchisee-first culture, and to achieve profitable, sustainable growth.”

Mr. Haase has more than 25 years of experience in hospitality and franchising. He previously served as the CEO of Extended Stay America, Inc., where he was recruited to execute on a value creation plan for the company, and he concurrently also has been the chairman and majority shareholder of HomeWell Franchising, Inc., one of the nation’s leading franchise brands delivering non-medical in-home care. Mr. Haase previously served as CEO of WoodSpring Suites. Prior to WoodSpring, Mr. Haase was an Executive Vice President at Choice Hotels International, Inc., one of the world’s largest hotel franchisors with over 7,000 hotels in more than 40 countries. Mr. Haase holds an M.B.A. from the Wharton School at the University of Pennsylvania, an M.S. in Engineering from Johns Hopkins University, and a B.S. in Engineering from Virginia Tech.



## **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 nine brands spanning across verticals including Pilates, indoor cycling, barre, stretching, 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 27 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; 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](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 financial performance. These forward-looking statements include, but are not limited to, changes to the Company's Board of Directors, and the ability to execute on our business strategies and strategic growth drivers. 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.

## **Contact:**

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