
**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): May 15, 2025

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 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

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. ☐

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

On May 15, 2025, Xponential Fitness, Inc. (the “Company”) announced that Mark King, the Company’s Chief Executive Officer (“CEO”) and a member of the Company’s board of directors (the “Board”), has informed the Company’s Board that he intends to retire as the Company’s CEO and as a Director due to health reasons. Mr. King will continue to serve as the Company’s CEO throughout the search process for a successor until his retirement.

Item 7.01 Regulation FD Disclosure.

On May 15, 2025, the Company issued a press release announcing the Company’s CEO transition. A copy of this press release is furnished with this Form 8-K as Exhibit 99.1.

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 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated May 15, 2025
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the 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.

XPONENTIAL FITNESS, INC.

Date: May 15, 2025

By: /s/ John Meloun

Name: John Meloun

Title: Chief Financial Officer



Xponential Fitness, Inc. Announces CEO Retirement and Transition Plan

- Mark King Intends to Retire
- Will Continue to Serve Until a Successor is Appointed
- Board of Directors Is Conducting a Succession Planning Process

IRVINE, Calif., May 15, 2025 – Xponential Fitness, Inc. (NYSE: XPOF) (“Xponential” or the “Company”), one of the leading global franchisors of boutique health and wellness brands, announced today that Mark King, Chief Executive Officer, has informed the Board of Directors that he intends to retire as the Company’s CEO and as a Director due to health reasons. To ensure a smooth transition, Mr. King will continue to serve as CEO throughout the search process for a successor until his retirement.

“It has been an honor to lead Xponential’s team through a critical and transformative period,” said, Mark King, Chief Executive Officer of Xponential Fitness. “During my time as CEO, I leveraged my extensive experience in scaling global franchises to strengthen and broaden the appeal of our category-leading fitness brands. I helped stabilize the company through a focus on franchisee health and creating a customer-centric culture and laid out a strategy for the next phase of growth. Additionally, I appointed key executives to build a world-class leadership team to fulfill the vision of becoming the global franchisor of choice in health and wellness. I look forward to showcasing our new team at Xponential’s upcoming Analyst and Investor Day.”

“On behalf of the entire Board of Directors, I commend Mark for his contributions and dedication to supporting franchisees and his positive impact on the Company,” said Mark Grabowski, Chairman of Xponential Fitness. “It has been a privilege to work with Mark, and we wish him the best in his retirement. The Board is committed to running a thorough search and onboarding process and appreciates Mark’s continued support to ensure a seamless leadership transition.”

Mark King will participate in the Analyst and Investor Day to be held on Thursday, May 29, 2025, at the New York Stock Exchange. The event will feature presentations by members of the Xponential management team, including John Meloun, CFO, John Kawaja, President, North America, and Tim Weiderhofs, COO, North America, and will focus on the Company’s operations, strategy and commitment to stockholder value.

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 eight brands spanning across verticals including Pilates, indoor cycling, barre, stretching, boxing, functional training, metabolic health, and yoga. In partnership with its franchisees and master 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, Puerto Rico, and 30 additional countries. Xponential's portfolio of brands includes Club Pilates, the largest Pilates brand in the United States; CycleBar, the largest indoor cycling brand by number of locations in the United States; StretchLab, a concept offering one-on-one and group stretching services; 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; Rumble, a boxing-inspired full body workout; BFT, a functional training and strength-based program; and Lindora, a 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 financial performance. These forward-looking statements include, without limitation, statements relating to the Company's ability to benefit from the executives' experience and expertise. 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 outcome of ongoing and any future government investigations and litigation to which we are subject; our ability to retain key senior management and key employees; 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; geopolitical uncertainty, including the impact of the presidential administration in the U.S.; trade policies and tariffs; 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, 2024 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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