
**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): November 10, 2025

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 executive offices) (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:

- ☐ 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 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 November 12, 2025, Xponential Fitness, Inc. (the “Company”), issued a press release (the “Press Release”), announcing certain leadership changes, including the appointment of Gavin M. O’Connor as its Chief Legal Officer & Administrative Officer, effective November 14, 2025, replacing Andrew Hagopian who has separated from the Company as of November 10, 2025.

The Company expects to enter into a separation agreement with Mr. Hagopian that will document any applicable payments or benefits to be provided to him in respect to his separation and will file any such agreement as an exhibit to an applicable subsequent public filing.

Mr. O’Connor joins the Company from European Wax Center, Inc. (NASDAQ: EWCZ), a franchisor and operator of out-of-home waxing services in the United States, where he served in multiple roles as Chief Administrative Officer since September 2023, Chief Human Resources Officers since October 2021, and General Counsel and Corporate Secretary since January 2020. Mr. O’Connor served as Vice President and Deputy General Counsel for American Eagle Outfitters, Inc., from March 2018 to January 2020. From July 2010 to March 2018, he served in various roles at GNC Holdings Inc., including Vice President, Deputy General Counsel, Chief Compliance Officer, and Corporate Secretary. From August 2006 to July 2010, he served as a Partner at McGuireWoods LLP. Mr. O’Connor received a B.A. degree from the University of Michigan and a J.D. from the University of Pittsburgh School of Law.

Item 7.01. Regulation FD Disclosure.

A copy of the Press Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated November 12, 2025](#)

104 Cover Page Interactive Data File (embedded within the 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: November 12, 2025

By: /s/ John Meloun

Name John Meloun

Title Chief Financial Officer



Xponential Fitness, Inc. Announces Appointment of Gavin M. O'Connor as Chief Legal Counsel and Administrative Officer

IRVINE, Calif. — (BUSINESS WIRE) — Xponential Fitness, Inc. (NYSE: XPOF) (the “Company” or “Xponential Fitness”), one of the leading global franchisors of boutique health and wellness brands, today announced that it has appointed Gavin M. O'Connor as its Chief Legal Counsel and Administrative Officer, effective November 14, 2025. Andrew Hagopian, the Company’s previous Chief Legal Officer, has separated from the Company as of November 10, 2025.

“I am pleased to welcome Gavin to the Xponential Fitness team. With extensive experience in franchising and a strong background advising publicly traded companies, Gavin brings deep legal, regulatory, and overall business leadership expertise that will support our on-going growth and governance framework,” said Mike Nuzzo, CEO of Xponential Fitness. “I would also like to thank Andrew for his significant contributions to the Company and wish him continued success in his future endeavors.”

Mr. O'Connor joins the Company from European Wax Center, Inc., a franchisor and operator of out-of-home waxing services in the United States that trades on Nasdaq, where he served in multiple roles as Chief Administrative Officer since September 2023, Chief Human Resources Officers since October 2021, and General Counsel and Corporate Secretary since January 2020. Mr. O'Connor served as Vice President and Deputy General Counsel for American Eagle Outfitters, Inc., from March 2018 to January 2020. From July 2010 to March 2018, he served in various roles at GNC Holdings Inc., including Vice President, Deputy General Counsel, Chief Compliance Officer, and Corporate Secretary. From August 2006 to July 2010, he served as a Partner at McGuireWoods LLP. Mr. O'Connor received a B.A. degree from the University of Michigan and a J.D. from the University of Pittsburgh School of Law.

“I am proud to join Xponential and its talented leadership team,” said Mr. O'Connor. “This is an exciting time for the Company, and I look forward to leveraging my background in franchising and corporate governance to help strengthen our compliance framework, and support the business as it enters its next phase of growth.”

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 deliver the talents, assets, and capabilities necessary for successful franchise growth, the Company operates a diversified platform of five brands spanning modalities including Pilates, barre, stretching, strength training 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; 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; and BFT, a functional training and strength-based program. 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 expectations related to the hire of Mr. O'Connor. 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.

Contacts

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