
**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 1, 2026

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.

(b) and (d)

Jair Clarke, Chelsea A. Grayson, and Bruce Haase resigned from the Board of Directors (the “Board”) of Xponential Fitness, Inc. (the “Company”). In addition, the Board, upon recommendation by the Nominating and Corporate Governance Committee of the Board, elected and appointed Nicole Parent Haughey as a member of the Board and as a member of the Audit, Nominating and Corporate Governance, and Human Capital Management Committees of the Board. In connection with these board composition changes, the size of the Board was reduced from seven to five members. The Board continues to be composed of a majority of independent directors with three independent directors serving on the Board. The Board committees were reconstituted such that three independent directors serve on each of the Audit, Nominating and Corporate Governance, and Human Capital Management Committees of the Board and no other directors serve on any of these committees.

Nicole Parent Haughey is a seasoned public company director, former Fortune 50 executive, and operator with a strong track record of value creation. She brings nearly two decades of experience on Wall Street, followed by senior operating and board roles, providing deep expertise in strategy, M&A, capital allocation and financial discipline. Ms. Parent Haughey is the founder of Halsey Loganberry Growth Advisors and currently serves on the Board of Directors of Allegion plc (NYSE: ALLE), a global provider of security products and solutions. She previously served on the Board of Directors of Altra Industrial Motion Corp (formerly NASDAQ: AIMC), which was acquired by Regal Rexnord in 2023. Ms. Parent Haughey has held multiple senior operating roles, including Chief Operating Officer of Island Creek Oysters, an aquaculture company, and Chief Operating Officer of Mimeo, an online printing and content distribution company. Earlier in her career, she co-founded Vertical Research Partners, served as Vice President of Corporate Strategy and Development at United Technologies, and was a Managing Director in Institutional Research at Credit Suisse.

As a newly appointed director of the Company, Ms. Parent Haughey 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 \$12,000 for service on the Audit Committee, \$8,000 for service on the Nominating and Corporate Governance Committee, and \$10,000 for service on the Human Capital Management Committee of the board. In addition, Ms. Parent Haughey is expected to enter into a standard form of indemnification agreement with the Company for directors.

There are no arrangements or understandings between Ms. Parent Haughey and any other persons pursuant to which she was selected as a director and there are no transactions requiring disclosure pursuant to Item 404(a) of Regulation S-K.

The appointment of Ms. Parent Haughey was effective April 6, 2026 and each of the resignations by Jair Clarke, Chelsea A. Grayson, and Bruce Haase were effective on April 1, 2026.

Item 8.01. Other Events.

On April 6, 2026 the Company issued a press release announcing that the Board has initiated a review of strategic alternatives. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated April 6, 2026.](#)

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: April 6, 2026

By: /s/ Gavin O'Connor
Name Gavin O'Connor
Title Chief Legal Counsel, Chief Administrative Officer and Secretary

Xponential Fitness, Inc. Initiates Review of Strategic Alternatives to Maximize Shareholder Value

Appoints Nicole Parent Haughey to Board of Directors

IRVINE, Calif., April 6, 2026 – Xponential Fitness, Inc. (NYSE: XPOF) (“Xponential” or the “Company”), one of the leading global franchisors of boutique health and wellness brands, today announced its Board of Directors has initiated a review of strategic alternatives to maximize shareholder value.

As part of this process, the Board’s independent directors will evaluate a range of potential alternatives, which may include a sale of the Company, a merger, or another strategic or financial transaction. The Company has engaged Jefferies LLC as its financial advisor for the strategic review process.

Rachel Lee and Lily Yang, Independent Directors on Xponential’s Board, said, “Our Board is firmly focused on maximizing value for shareholders, and we are confident that undertaking a thorough and disciplined review of the opportunities available to the Company will determine the best path forward.”

Mike Nuzzo, CEO of Xponential, said, “Xponential has built a differentiated platform with a leading portfolio of boutique fitness brands and an asset-light franchise model. While the Board conducts this process, the Xponential team is continuing to execute our strategy to position our brands for success.”

Separately, the Board has appointed Nicole Parent Haughey as an independent director. Jair Clarke, Chelsea A. Grayson and Bruce Haase have stepped down from the Board.

Nicole Parent Haughey is a seasoned public company director, former Fortune 50 executive, and operator with a strong track record of value creation. She brings nearly two decades of experience on Wall Street, followed by senior operating and board roles, providing deep expertise in strategy, M&A, capital allocation and financial discipline. Ms. Parent Haughey is the founder of Halsey Loganberry Growth Advisors and currently serves on the Board of Directors of Allegion plc (NYSE: ALLE), a global provider of security products and solutions. She previously served on the Board of Directors of Altra Industrial Motion Corp (formerly NASDAQ: AIMC), which was acquired by Regal Rexnord in 2023. Ms. Parent Haughey has held multiple senior operating roles, including Chief Operating Officer of Island Creek Oysters, an aquaculture company, and Chief Operating Officer of Mimeo, an online printing and content distribution company. Earlier in her career, she co-founded Vertical Research Partners, served as Vice President of Corporate Strategy and Development at United Technologies, and was a Managing Director in Institutional Research at Credit Suisse.

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 28 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. Forward-looking statements include, without limitation, statements regarding the anticipated outcome of the review of strategic alternatives and the anticipated benefit of appointing a new director to 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: franchisees' ability to generate sufficient revenues; our ability to anticipate and satisfy consumer preferences; risks related to loss of reputation and brand awareness; our ability to manage changes in executive leadership; our ability to attract and retain key senior management and key employees; risks relating to expansion into international markets; macroeconomic conditions or economic downturns; 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, 2025, 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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