

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person [*] Geisler Anthony		2. Issuer Name and Ticker or Trading Symbol Xponential Fitness, Inc. [XPOF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE., SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 03/02/2022			
(Street) IRVINE, CA 92614		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/02/2022		A		322,124 (1)	A	\$ 0	390,151	D	
Class A Common Stock								18,501	I	The Anthony Geisler Trust U/A Dated 05/17/2011 (2)
Class A Common Stock								83,300	I	LAG Fit, Inc. (3)
Class B Common Stock								7,439,858	I	LAG Fit, Inc. (3)
Class B Common Stock								331,308	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)


1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

Reporting Owners

Relationships	

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Geisler Anthony C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE., SUITE 100 IRVINE, CA 92614	X	X	Chief Executive Officer	

Signatures

/s/ John Meloun, as Attorney-in-Fact, for Anthony Geisler		03/03/2022
		Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Represents the Issuer's Class A common stock subject to restricted stock units (RSUs) award granted to the Reporting Person pursuant to the Issuer's equity incentive plan.
- (1) The RSUs shall vest with respect to 25% of shares subject to such RSUs on each of the four anniversaries of March 2, 2022, in each case subject to the Reporting Person's continued employment through such vesting date.
- (2) Shares are owned directly by the Anthony Geisler Trust U/A Dated 05/17/2011 and indirectly by Anthony Geisler as trustee of the trust.
- (3) LAG Fit, Inc. is wholly owned by Mr. Geisler. Mr. Geisler has reported sole investment and dispositive power over the shares held by LAG Fit, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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