

# FORM 4

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

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Grabowski Mark		2. Issuer Name and Ticker or Trading Symbol Xponential Fitness, Inc. [XPOF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE., SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 04/11/2022			
(Street) IRVINE, CA 92614		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	04/11/2022		S(1)		2,479,342	D	\$ 20 (1)	9,131,338	I	H&W Investco II LP (2)
Class B Common Stock	04/11/2022		J(3)		2,695,658	D	\$ 0	9,928,019	I	H&W Investco LP (2)
Class A Common Stock	04/11/2022		J(3)		2,695,658	A	\$ 0	2,695,658	I	H&W Investco LP (2)
Class A Common Stock	04/11/2022		S(1)		2,695,658	D	\$ 20 (1)	0	I	H&W Investco LP (2)
Class A Common Stock								6,122	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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
LLC Units in Xponential Holdings LLC	(4)	04/11/2022		J(3)		2,695,658	(5)	(5)	Class A Common Stock	2,695,658	\$ 0	9,928,019	I	H&W Investco LP (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grabowski Mark C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE., SUITE 100 IRVINE, CA 92614	X	X		

H&W INVESTCO LP 781 BOSTON POST RD #1313 MADISON, CT 06443		X		
H&W Investco II LP 781 BOSTON POST RD #1313 MADISON, CT 06443		X		
MGAG LLC 781 BOSTON POST RD #1313 MADISON, CT 06443		X		

## Signatures

/s/ John Meloun, as Attorney-in-Fact, for Mark Grabowski <small>Signature of Reporting Person</small>		04/13/2022 <small>Date</small>
/s/ John Meloun, as Attorney-in-Fact, for H&W Investco LP <small>Signature of Reporting Person</small>		04/13/2022 <small>Date</small>
/s/ John Meloun, as Attorney-in-Fact, for H&W Investco II LP <small>Signature of Reporting Person</small>		04/13/2022 <small>Date</small>
/s/ John Meloun, as Attorney-in-Fact, for MGAG LLC <small>Signature of Reporting Person</small>		04/13/2022 <small>Date</small>

## 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).

- As previously disclosed in the Issuer's prospectus dated April 6, 2022, the Reporting Person completed an underwritten public offering pursuant to which the Reporting sold an aggregate of 5,175,000 shares of Class A Common Stock at a public offering price of \$20 per share, or a net per share price of \$18.85 after deducting \$1.15 per share of underwriting discounts and commissions. The total 5,175,000 shares consists of (i) 2,479,342 shares of Class A Common Stock held by H&W Investco II LP and (ii) 2,695,658 shares of Class A Common Stock held by H&W Investco LP following the redemption of LLC units and cancellation of Class B common stock as described and reported herein.
- (1) MGAG LLC is the general partner of H&W Investco LP and H&W Investco II LP. Mr. Grabowski is the sole manager of MGAG LLC and, through a wholly owned disregarded entity, the controlling member of MGAG LLC.
  - (2) On April 11, 2022, H&W Investco LP redeemed 2,695,658 LLC units, together with the cancellation of 2,695,658 shares of Class B common stock, for 2,695,658 shares of Class A common stock.
  - (3) Each LLC unit in Xponential Holdings LLC may be redeemed for, together with the cancellation of a share of Class B common stock, one share of Class A common stock or a cash payment equal to the volume weighted average market price of one share of Class A common stock for each LLC Unit redeemed. The LLC Units do not expire.
  - (4) The LLC Units are fully vested.

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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