

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 checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2022					
C/O XPONENTIAL FITNESS, INC., 17877 VON KARMAN AVE., SUITE 100								
(Street)			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		
IRVINE, CA 92614								
(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	05/11/2022		A		4,350 (1)	A	\$ 0	10,472	D	
Class A Common Stock								9,131,338	I	H&W Investco LP II (2)
Class B Common Stock								9,928,019	I	H&W Investco LP (2)

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		(A)	(D)	Date Exercisable	Expiration Date				
LLC Units in Xponential Holdings LLC	(3)						(4)	(4)	Class A Common Stock	9,928,019		9,929,019	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		05/13/2022
**Signature of Reporting Person		Date
/s/ John Meloun, as Attorney-in-Fact, for H&W Investco LP		05/13/2022
**Signature of Reporting Person		Date
/s/ John Meloun, as Attorney-in-Fact, for H&W Investco II LP		05/13/2022
**Signature of Reporting Person		Date
/s/ John Meloun, as Attorney-in-Fact, for MGAG LLC		05/13/2022
**Signature of Reporting Person		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).

- (1) Represents the Issuer's Class A common stock subject to restricted stock units (RSUs) award granted to the Reporting Person for services on the Issuer's board of directors. All shares subject to the RSUs will vest, subject to continued service, on the first anniversary date of the Issuer's 2022 Annual Meeting of Stockholders.
- (2) 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.
- (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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