

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

1. Name and Address of Reporting Person * <u>Junk Ryan</u>  (Last) (First) (Middle) C/O XPONENTIAL FITNESS, INC. 17877 VON KARMAN AVE., SUITE 100  (Street) IRVINE CA 92614  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xponential Fitness, Inc. [ XPOF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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								266,845	D	
Class A Common Stock	03/18/2022		A		8,052 <sup>(1)</sup>	A	\$0	24,925	I	By Spouse
Class A Common Stock	08/11/2022		F		2,215 <sup>(2)</sup>	D	\$16.29	22,710	I	By Spouse
Class B Common Stock	08/06/2021		J <sup>(3)</sup>		3,284	A	\$0.0001	9,852	I	By Spouse
Class B Common Stock	02/27/2022		J <sup>(3)</sup>		6,556	A	\$0.0001	7,694	D	
Class B Common Stock	03/16/2022		J <sup>(3)</sup>		26,226	A	\$0.0001	33,920	D	
Class B Common Stock	03/16/2022		J <sup>(3)</sup>		13,138	A	\$0.0001	22,990	I	By Spouse
Class B Common Stock	08/06/2022		J <sup>(3)</sup>		3,284	A	\$0.0001	26,274	I	By Spouse

**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 Securities Underlying Derivative Security (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: 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	(4)							(5)	(6)	Class A Common Stock	33,920	33,920	D	
LLC Units in Xponential Holdings LLC	(4)							(5)	(6)	Class A Common Stock	26,274	26,274	I	By Spouse

**Explanation of Responses:**

- Represents the Issuer's Class A common stock subject to restricted stock units (RSUs) award granted pursuant to the Issuer's equity incentive plan. The RSUs shall vest with respect to 33% of shares subject to such RSUs on each of the three anniversaries of March 18, 2022, in each case subject to the direct holder's continued employment through such vesting date.
- Shares were withheld to satisfy tax withholding obligations in connection with the release of shares subject to vesting.
- Upon the vesting of each LLC unit in Xponential Holdings LLC ("LLC Unit"), Xponential Fitness, Inc. (the "Company") issues to the holder a share of Class B Common Stock.
- Any vested LLC Unit 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.
- All LLC Units are vested and redeemable into shares of Class A common stock.
- The LLC Units do not expire.

/s/ John Meloun, as Attorney-in-Fact, for Ryan Junk 08/25/2022

\*\* Signature of Reporting Person Date

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

\* 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).

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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