

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

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

1. Name and Address of Reporting Person * <u>Geisler Anthony</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) <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
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023	
	4. If Amendment, Date of 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

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	09/29/2022		G ⁽⁷⁾	V	34,013	D	\$0	356,138	D	
Class A Common Stock	09/29/2022		G ⁽⁷⁾	V	34,013	A	\$0	52,514	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽³⁾
Class B Common Stock	01/03/2023		D		1,000,000 ⁽¹⁾	D	\$0	1,029,256	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽³⁾
Class A Common Stock	01/03/2023		M		1,000,000 ⁽¹⁾	A	\$0	1,052,514	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽³⁾
Class B Common Stock								7,439,858	I	LAG Fit, Inc. ⁽²⁾
Class A Common Stock								83,330	I	LAG Fit, Inc. ⁽²⁾

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	Title	Amount or Number of Shares				
LLC Units in Xponential Holdings LLC	(4)	11/23/2022		G ⁽⁷⁾	V		2,029,256	(5)	(6)	Class A Common Stock	2,029,256	(4)	0	D	
LLC Units in Xponential Holdings LLC	(4)	11/23/2022		G ⁽⁷⁾	V	2,029,256		(5)	(6)	Class A Common Stock	2,029,256	(4)	2,029,256	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽³⁾
LLC Units in Xponential Holdings LLC	(4)	01/03/2023		C ⁽¹⁾		1,000,000 ⁽¹⁾		(5)	(6)	Class A Common Stock	1,000,000	(4)	1,029,256	I	The Anthony Geisler Trust U/A Dated 05/17/2011 ⁽³⁾

**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	Title	Amount or Number of Shares				
LLC Units in Xponential Holdings LLC	(4)							(5)	(6)	Class A Common Stock	7,439,858		7,439,858	I	LAG Fit, Inc. ⁽²⁾

Explanation of Responses:

- The Reporting Person elected to redeem his LLC Units for shares of Class A common stock pursuant to the terms of the LLC Agreement.
- 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.
- Shares are owned directly by the Anthony Geisler Trust U/A Dated 05/17/2011 and indirectly by Mr. Geisler as trustee of the trust.
- 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.
- Reflects transfer of shares without consideration from Mr. Geisler to his family trust for which Mr. Geisler is the trustee.

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

01/05/2023

** 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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