

## **FORM 4**

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

**OMB Number:** 3235-0287  
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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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *		
<u>Grabowski Mark</u>		
(Last)	(First)	(Middle)
17877 VON KARMAN AVE, SUITE 100		
C/O XPONENTIAL FITNESS, INC.		
<hr/>		
(Street)		
IRVINE	CA	92614
<hr/>		
(City)	(State)	(Zip)

<p>2. Issuer Name and Ticker or Trading Symbol  <u>Xponential Fitness, Inc.</u> [ <u>XPOF</u> ]</p>	<p>5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)</p>								
<p>3. Date of Earliest Transaction (Month/Day/Year)  <u>01/01/2026</u></p>	<table> <tr> <td data-bbox="1114 515 1161 521"><input checked="" type="checkbox"/></td> <td data-bbox="1171 515 1238 521">Director</td> <td data-bbox="1333 515 1380 521"><input checked="" type="checkbox"/></td> <td data-bbox="1390 515 1476 521">10% Owner</td> </tr> <tr> <td data-bbox="1171 532 1238 559"></td> <td data-bbox="1171 532 1295 559">Officer (give title below)</td> <td data-bbox="1390 532 1439 559"></td> <td data-bbox="1390 532 1496 559">Other (specify below)</td> </tr> </table>	<input checked="" type="checkbox"/>	Director	<input checked="" type="checkbox"/>	10% Owner		Officer (give title below)		Other (specify below)
<input checked="" type="checkbox"/>	Director	<input checked="" type="checkbox"/>	10% Owner						
	Officer (give title below)		Other (specify below)						
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p>								
	<p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p>								
	<p><input type="checkbox"/> Form filed by More than One Reporting Person</p>								

**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	01/01/2026		A		4,096 <sup>(1)</sup>	A	\$0	62,315	D	
Class A Common Stock								5,612,062	I	H&W Investco II LP <sup>(2)</sup>
Class B Common Stock								6,101,697	I	H&W Investco LP <sup>(2)</sup>

**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	(3)									(4)	(4)(5)	Class A Common Stock	6,101,697		6,101,697	I	H&W Investco LP <sup>(2)</sup>

### Explanation of Responses:

1. Represents deferred stock units ("DSUs") granted to the Reporting Person for services on the Issuer's board of directors. The DSUs are immediately vested
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.
4. The LLC Units are fully vested.
5. The LLC Units do not expire.

/s/ John Meloun, as Attorney-in-Fact for Mark Grabowski

01/07/2026

**\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.