<u>2014</u>

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

2. Issuer Name and Ticker or Trading Symbol Goosehead Insurance, Inc. [ GSHD ]

3. Date of Earliest Transaction (Month/Day/Year) 11/21/2023

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

10% Owner

Other (specify below)

X

X

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Officer (give title

below)

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\*

Mark & Robyn Jones Descendants Trust

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

(Last)	(F	rirst)	(Middle)		11/2	1/20	23								Meml	per of 10	)% ow	ner group	
		INSURANCE, I			4. If <i>i</i>	Amen	dment, Da	te of	Original	Filed	(Month/	Day/Year)		6. Indi	vidual or Jo	int/Group	Filing (	Check Appli	cable
1500 SO	LANA BL\	/D., BLDG 4, S	TE 4500													•		ting Person	
(Street)	A IZ E	v	76262											X	Person	еа ву імог	e than t	One Reporti	ng
WESTL/	AKE I	X 	76262		Ru	le 1	0b5-1(	(c) T	Trans	acti	on In	dicatio	n						
(City)	(8	State)	(Zip)				this box to tive defens								nstruction or	written pla	n that is	intended to s	atisfy the
		T	able I - No	n-Deriv	ative	Sec	urities	Acq	uired,	Dis	pose	d of, or	Bene	ficially (	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)						5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct I Indirect E str. 4) (	7. Nature of Indirect Beneficial Ownership
									Code	v	Amou	nt (/	A) or D)	Price	Reported Transaction (Instr. 3 ar				Instr. 4)
Class B C	Common Sto	ock		11/21	/2023	T			С		33,	786	D	<b>\$0</b>	7,910	,492		D <sup>(1)</sup>	
Class A C	Common Sto	ock		11/21	/2023				С		33,	786	Α	\$0	33,7	786		D <sup>(1)</sup>	
Class A C	Common Sto	ock		11/21	/2023				S		26,	540	D	\$71.52 <sup>(2)</sup>	7,146		]	D <sup>(1)</sup>	
Class A C	Common Sto	ock		11/21	11/21/2023						7,092		D	\$72.37(3)	54		D <sup>(1)</sup>		
Class A C	Common Sto	ock		11/21	/2023				S		5	4	D	\$73.09	0	)	]	D <sup>(1)</sup>	
Class B C	Common Sto	ock		11/22	/2023				С		4,3	50	D	\$0	7,906	,142	]	D <sup>(1)</sup>	
Class A C	Common Sto	ock		11/22					С		4,3	50	Α	\$0	4,3	50		D <sup>(1)</sup>	
	Common Sto			11/22	/2023	-			S		4,3	50	D	\$71.77 <sup>(4)</sup>				D <sup>(1)</sup>	
	Common Sto					+						_			189,			D <sup>(5)</sup>	
	Common Sto					+									182,			D <sup>(5)</sup>	
	Common Sto					+						-	-		181,			D(6)	
						+							$\dashv$		<u> </u>		<u>'</u>	-	Ву
Class B C	Common Sto	ock													1,766,	355 <sup>(7)</sup>			Frust <sup>(8)</sup>
			Table II -				rities A , warra								wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/\)	Co	nsactio de (Inst	r. D S A (A D	Number erivative ecurities cquired (1) or isposed (D) (Instr. 4 and 5)	Exp	Date Exer piration D pnth/Day/	ate		7. Title a Securitie Derivativ 3 and 4)	s Unde e Secu		8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Beneficie Owned Followin Reported Transact (Instr. 4)	es ally g d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Co	de V	(4	(D)	Dat Exe	e ercisable		piration te	Title	Amo Num Shar	unt or ber of es					
LLC Units in Goosehead Financial, LLC	\$0	11/21/2023		(			33,786		(9)		(9)	Class A Common Stock	3	3,786	\$ <del>0</del>	7,910,	492	D <sup>(1)</sup>	
LLC Units in Goosehead Financial, LLC	\$0	11/22/2023		(			4,350		(9)		(9)	Class A Common Stock	4	1,350	\$0	7,906,	142	D <sup>(1)</sup>	
LLC Units in Goosehead Financial, LLC	\$0								(9)		(9)	Class A Common Stock	18	32,349		182,3	49	D <sup>(5)</sup>	
LLC Units in Goosehead Financial, LLC	\$0								(9)		(9)	Class A Common Stock	13	32,349		132,3	49	D <sup>(6)</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. Transa Code ( 8)		of Deri Seci Acq (A) ( Disp of (E	vative urities uired or oosed 0) (Instr. and 5)			Securities	d Amount of Underlying Security (Instr.	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 Goosehead Financial, LLC	\$0							(9)	(9)	Class A Common Stock	1,766,355 <sup>(7)</sup>		1,766,355 <sup>(7)</sup>	I	By Trust <sup>(8)</sup>

1. Name and Address of Reporting Person*  Mark & Robyn Jones Descendants Trust 2014  (Last) (First) (Middle)  C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BLDG 4, STE 4500  (Street)  WESTLAKE TX 76262  (City) (State) (Zip)  1. Name and Address of Reporting Person*  Jones Mark Evan  (Last) (First) (Middle)  C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500  (Street)  WESTLAKE TX 76262  (City) (State) (Zip)  1. Name and Address of Reporting Person*  Jones Robyn Mary Elizabeth  (Last) (First) (Middle)  C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500  (Street)  WESTLAKE TX 76262  (City) (State) (Zip)  (Street)  WESTLAKE TX 76262											
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C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500  (Street) WESTLAKE TX 76262	Jones Robyn N	<u>Mary Elizabe</u>	<u>th</u>								
C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500  (Street) WESTLAKE TX 76262	(Last)	(First)	(Middle)								
1500 SOLANA BLVD., BUILDING 4, STE 4500  (Street) WESTLAKE TX 76262	• •	, ,	, ,								
WESTLAKE TX 76262	•										
WESTLAKE TX 76262	(Street)										
(City) (State) (Zip)	, ,	TX	76262								
(City) (State) (Zip)	,										
	(City)	(State)	(∠ip)								

## Explanation of Responses:

- 1. Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held (i) directly by the Mark & Robyn Jones Descendants Trust 2014 and (ii) indirectly by Mark Evan Jones and Robyn Mary Elizabeth Jones, who serve as trustees of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.04 to \$72.03, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.04 to \$73.03, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.58 to \$71.92, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- 5. Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held directly by Mark Evan Jones, and does not reflect Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held by his spouse, Robyn Mary Elizabeth Jones, who is independently a reporting person of the issuer.
- 6. Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held directly by Robyn Mary Elizabeth Jones, and does not reflect Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held by her spouse, Mark Evan Jones, who is independently a reporting person of the issuer.

  7. Reflects a reduction in shares held indirectly by Mark Evan Jones and Robyn Mary Elizabeth Jones due to 11/21/2023 sales by certain trusts for which Mark Evan Jones and Robyn Mary Elizabeth Jones serve as
- trustees and of which their immediate family members are beneficiaries, each a separate reporting person and for which separate Form 4s will be filed.

  8. Reflects shares of Class B Common Stock or LLC Units, as applicable, held indirectly by Mark Evan Jones and Robyn Mary Elizabeth Jones, who serve as trustees of various trusts and whose immediate family
- members are beneficiaries of such trusts.

  9. Each LLC Unit, together with a share of Class B common stock, may be converted by the holder into one share of Class A common stock at any time. The LLC Units do not expire.

## Remarks:

/s/ John O'Connor, as Attorneyin-Fact for Mark Evan Jones 11/24/2023

/s/ John O'Connor, as Attorney-

in-Fact for Robyn Mary 11/24/2023

Elizabeth Jones

/s/ John O'Connor, as Attorney- 11/24/2023

in-Fact for Mark & Robyn Jones

## Descendants Trust 2014

\*\* 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.