

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): January 8, 2025**

**Goosehead Insurance, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-38466  
(Commission  
File Number)

82-3886022  
(I.R.S. Employer  
Identification No.)

1500 Solana Boulevard, Ste. 4500  
Westlake, Texas 76262  
(Address of Principal Executive Offices, and Zip Code)

214-838-5500  
Registrant's Telephone Number, Including Area Code

Not applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$.01 per share	GSHD	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### **Item 1.01 Entry into a Material Definitive Agreement.**

On January 8, 2025, Goosehead Insurance Holdings, LLC ("Borrower") entered into a Credit Agreement (the "Credit Agreement") with Goosehead Financial, LLC ("Holdings") and certain subsidiary guarantors named therein (collectively with Borrower and Holdings, the "Loan Parties"), certain lender parties named therein, and JPMorgan Chase Bank, N.A. ("JPM"), as administrative agent, providing for an aggregate \$300 million term notes payable (the "Initial Term Loan") and \$75 million revolving credit facility (the "Revolving Credit Facility"). The Initial Term Loan matures on January 8, 2032 and the Revolving Credit Facility matures on January 8, 2030.

The Credit Agreement replaces the Second Amended and Restated Credit Agreement, dated July 21, 2021, by and among Borrower, Holdings, certain lenders and issuing banks party thereto from time to time, JPM, as administrative agent, and each of the other parties thereto, which was repaid with the proceeds of the Initial Term Loan and terminated.

Loans under the Credit Agreement will bear interest (i) with respect to each ABR Borrowing (as defined in the Credit Agreement), at a rate per annum equal to the greatest of (a) the prime rate in effect on such day, (b) the Federal Reserve Bank of New York rate in effect on such day plus  $\frac{1}{2}$  of 1%, and (c) the term SOFR rate for a one-month interest period plus 1% (collectively, the "Alternative Base Rate") plus a margin (ii) with respect to each Term Benchmark Borrowing (as defined in the Credit Agreement), at the term SOFR rate for the elected interest period of either one, three or six months, plus a margin and (iii) with respect to each RFR Loan (as defined in the Credit Agreement), at a rate per annum equal to the Daily Simple SOFR plus a margin.

Borrower is permitted to voluntarily prepay amounts outstanding under the Credit Agreement at any time without premium or penalty, subject to certain exceptions under the Credit Agreement. Proceeds of the Credit Agreement are intended to be used to make a distribution to the equity holders of Holdings, including Goosehead Insurance, Inc. (the "Company"), as described under Item 8.01 of this Current Report on Form 8-K, and any remaining proceeds may be used for working capital and other general corporate purposes.

The Credit Agreement is secured by all property owned, leased or operated by Borrower or any Loan Party, except for certain excluded assets. The subsidiary guarantors have agreed to guarantee the Borrower's obligations and secure all of their respective obligations under the Credit Agreement.

The Credit Agreement contains customary affirmative and negative covenants, including covenants limiting the ability of the Loan Parties and their subsidiaries to, among other things, incur debt, grant liens, make acquisitions, dispose of or transfer assets, and enter into transactions with affiliates, in each case, subject to customary and other agreed limitations and exceptions set forth in the Credit Agreement. The Credit Agreement also contains customary events of default relating to, among other things, certain payment defaults, breaches of covenants, insolvency and bankruptcy defaults and judgment defaults.

The foregoing description of the Credit Agreement is a summary and is qualified in its entirety by the terms and conditions of the Credit Agreement, a copy of which will be filed with the Company's next quarterly report on Form 10-Q.

### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

### **Item 8.01 Other Events.**

On January 10, 2025, the Company announced that on January 9, 2025, Holdings declared a special distribution of \$175 million payable in cash on January 31, 2025 to holders of record of Holdings' LLC Units, including the Company, as of the close of business on January 21, 2025. On January 10, 2025, the Company also announced that on January 9, 2025, its board of directors declared a one-time special cash dividend of \$5.91 per share on the Company's outstanding Class A common stock. The dividend will be payable in cash on January 31, 2025 to shareholders of record as of the close of business on January 21, 2025.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a> 104	Press Release dated January 10, 2025 Cover Page Interactive Data File (embedded with the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GOOSEHEAD INSURANCE, INC.**

Date: January 10, 2025

By: /s/ Mark K. Miller

Mark K. Miller  
President and Chief Executive Officer

**GOOSEHEAD INSURANCE, INC. ANNOUNCES NEW \$300 MILLION TERM LOAN B AND DECLARES A ONE-TIME SPECIAL DIVIDEND OF \$5.91 PER SHARE**

**WESTLAKE, TEXAS – January 10, 2025** - Goosehead Insurance, Inc. (“Goosehead” or the “Company”) (NASDAQ: GSHD), a rapidly growing independent personal lines insurance agency, today announced that its subsidiary, Goosehead Insurance Holdings, LLC, has closed on a \$300 million term loan B and \$75 million revolving credit facility. The term loan facility will bear interest at a rate of SOFR plus 3.50%. Proceeds from the new term loan agreement will be used to retire the Company’s existing \$93 million term loan, pay a one-time special dividend, and other general corporate purposes. The maturation date of the new term loan facility is January 8, 2032.

Today, Goosehead announced that on January 9, 2025, Goosehead Financial, LLC declared a special distribution of \$175 million payable in cash on January 31, 2025 to holders of record of LLC Units, including Goosehead, as of the close of business on January 21, 2025. In addition, Goosehead announced today that on January 9, 2025, its board of directors declared a one-time special cash dividend of \$5.91 per share of Class A common stock. The dividend will be payable in cash on January 31, 2025 to holders of record of Class A common stock as of the close of business on January 21, 2025. \$1.22 of the special dividend will be funded by cash received by Goosehead from prior tax distributions from Goosehead Financial, LLC that are in excess of the corporate income taxes payable by Goosehead. The remaining \$4.69 of the special dividend will be funded by the cash received by Goosehead from the distribution by Goosehead Financial, LLC.

**About Goosehead**

Goosehead (NASDAQ: GSHD) is a rapidly growing and innovative independent personal lines insurance agency that distributes its products and services through corporate and franchise locations throughout the United States. Goosehead was founded on the premise that the consumer should be at the center of our universe and that everything we do should be directed at providing extraordinary value by offering broad product choice and a world-class service experience. Goosehead represents over 150 insurance companies that underwrite personal and commercial lines. For more information, please visit [goosehead.com](http://goosehead.com) or [goosehead.com/become-a-franchisee](http://goosehead.com/become-a-franchisee).

## **Forward-Looking Statements**

*This press release may contain various “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, which represent Goosehead’s expectations or beliefs concerning future events. Forward-looking statements are statements other than historical facts and may include statements that address future operating, financial or business performance or Goosehead’s strategies or expectations. In some cases, you can identify these statements by forward-looking words such as “may”, “might”, “will”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “projects”, “potential”, “outlook” or “continue”, or the negative of these terms or other comparable terminology. Forward-looking statements are based on management’s current expectations and beliefs and involve significant risks and uncertainties that could cause actual results, developments and business decisions to differ materially from those contemplated by these statements.*

*Factors that could cause actual results or performance to differ from the expectations expressed or implied in such forward-looking statements include, but are not limited to, conditions impacting insurance carriers or other parties with which Goosehead does business, the loss of one or more key executives or an inability to attract and retain qualified personnel and the failure to attract and retain highly qualified franchisees. These risks and uncertainties also include, but are not limited to, those described under the captions “1A. Risk Factors” in Goosehead’s Annual Report on Form 10-K for the year ended December 31, 2023 and in Goosehead’s other filings with the SEC, which are available free of charge on the Securities Exchange Commission’s website at: [www.sec.gov](http://www.sec.gov). Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated. All forward-looking statements and all subsequent written and oral forward-looking statements attributable to Goosehead or to persons acting on behalf of Goosehead are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date they are made, and Goosehead does not undertake any obligation to update them in light of new information, future developments or otherwise, except as may be required under applicable law.*

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