

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>Jones Robyn Mary Elizabeth</u> (Last) (First) (Middle) C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500 (Street) WESTLAKE TX 76262 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Goosehead Insurance, Inc. [GSHD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of 10% owner group</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2020</u>	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	02/12/2020		G ⁽¹⁾	5,500	D	\$0	333,790	D	
Class A Common Stock	06/23/2020		G ⁽¹⁾	27,500	D	\$0	333,790	D	
Class A Common Stock	08/26/2020		G ⁽¹⁾	1,100	D	\$0	333,790	D	
Class B Common Stock	12/29/2020		G ⁽²⁾	101,351	A	\$0	12,723,282	I ⁽³⁾	By Trust ⁽⁴⁾
Class B Common Stock							182,349	D	

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)
					(A)	(D)	Date Exercisable	Expiration Date					
LLC Units in Goosehead Financial, LLC	\$0.0	12/29/2020		G	101,351		(5)	(5)	Class A Common Stock	\$0	12,723,282	I	By Trust ⁽⁴⁾
LLC Units in Goosehead Financial, LLC	\$0.0						(5)	(5)	Class A Common Stock		182,349	D	

Explanation of Responses:

- This transaction involved a gift of securities by the reporting person. The total holdings reflected in the Forms 4 filed by the reporting person since the dates of the gifts reported hereby were previously reduced to reflect such gifts, as described in footnotes to such Form 4s.
- Camille Peterson transferred shares of Class B Common Stock as a gift for no consideration to the CP Descendants' Trust of which Mark and Robyn Jones are co-trustees.
- This does not reflect shares directly held by the reporting person's spouse, who is independently a reporting person of the issuer.
- Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held in trust for which the reporting person serves as a trustee and of which immediate family members of the reporting person are beneficiaries.
- 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/ P. Ryan Langston, as
Attorney-in-Fact for Robyn 02/12/2021
Mary Elizabeth Jones

** 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.