SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange A	1 of of	1024
Flied pursuant to Section 10(a) of the Securities Exchange A	101 01	1934
or Section 30(h) of the Investment Company Act of 1	010	

			or Section 30(n) of the investment Company Act of 1940			
1. Name and Ad Reid Jame	ldress of Reporting <u>S</u>	Person*	2. Issuer Name and Ticker or Trading Symbol <u>Goosehead Insurance, Inc.</u> [GSHD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner		
(Last) (First) (Middle) 1500 SOLANA BLVD BUILDING 4, SUITE 4500		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/12/2020	Officer (give title Other (specify below) below)		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)				X Form filed by One Reporting Person		
WESTLAKE	E TX	76262	_	Form filed by More than One Reporting Person		
(City)	(State)	(Zip)				

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	11/12/2020		М		1,492	A	\$10	1,492	D	
Class A Common Stock	11/12/2020		S		1,492	D	\$118.1324(1)	0	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. Transa Code (8)		of Deri Seci Acq (A) (Disp of (D	oosed D) tr. 3, 4	Expiration Date (Month/Day/Year) sed 3,4		piration Date Amount of			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Options (right to buy)	\$10	11/12/2020		М			1,492	(2)	04/26/2028	Class A Stock	1,492	\$0	66,622	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.06 to \$118.16, 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.

2. The shares subject to the option shall vest and become exercisable, subject to continued service, in 12 equal quarterly installments over the three (3) year period following the grant date; provided, that all shares subject to the option will vest and become exercisable upon a "change in control" (as defined in the issuer's omnibus incentive plan).

Remarks:

<u>/s/ P. Ryan Langston, as</u> <u>Attorney-in-Fact for James</u>

Reid

11/16/2020

** 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.