

OMB APPROVAL	
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**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).

1. Name and Address of Reporting Person* <u>Colby Michael C.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and COO
	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2021	
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 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 B Common Stock	08/23/2021		C		1,500	D	\$0	670,232	I	By Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/23/2021		C		1,500	A	\$0	84,902	I	Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/23/2021		S		1,500	D	\$136.39	83,402	I	Colby 2014 Family Trust <sup>(1)</sup>
Class B Common Stock	08/24/2021		C		34,727	D	\$0	635,505	I	By Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/24/2021		C		34,727	A	\$0	118,129	I	Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/24/2021		S		12,211	D	\$135.89 <sup>(2)</sup>	105,918	I	Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/24/2021		S		20,016	D	\$136.35 <sup>(3)</sup>	85,902	I	Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/24/2021		S		2,500	D	\$137 <sup>(4)</sup>	83,402	I	Colby 2014 Family Trust <sup>(1)</sup>
Class B Common Stock	08/25/2021		C		9,379	D	\$0	626,126	I	By Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/25/2021		C		9,379	A	\$0	92,781	I	Colby 2014 Family Trust <sup>(1)</sup>

**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	08/25/2021		S		3,745	D	\$130.75 <sup>(5)</sup>	89,036	I	Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/25/2021		S		1,302	D	\$132.76 <sup>(6)</sup>	87,734	I	Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/23/2021		S		2,871	D	\$131.67 <sup>(7)</sup>	84,863	I	Colby 2014 Family Trust <sup>(1)</sup>
Class A Common Stock	08/23/2021		S		1,461	D	\$133.74 <sup>(8)</sup>	83,402	I	Colby 2014 Family Trust <sup>(1)</sup>
Class B Common Stock								427,024	D	
Class A Common Stock								23,131	D	
Class B Common Stock								36,396	I	By Preston Michael Colby 2014 Trust <sup>(1)</sup>
Class B Common Stock								36,396	I	By Lyla Kate Colby 2014 Trust <sup>(1)</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 Goosehead Financial, LLC	\$0.0	08/23/2021		C		1,500		(9)	(9)	Class A Common Stock	1,500	\$0	670,232	I	By Colby 2014 Family Trust <sup>(1)</sup>
LLC Units in Goosehead Financial, LLC	\$0.0	08/24/2021		C		34,727		(9)	(9)	Class A Common Stock	34,727	\$0	635,505	I	By Colby 2014 Family Trust <sup>(1)</sup>
LLC Units in Goosehead Financial, LLC	\$0.0	08/25/2021		C		9,379		(9)	(9)	Class A Common Stock	9,379	\$0	626,126	I	By Colby 2014 Family Trust <sup>(1)</sup>
LLC Units in Goosehead Financial, LLC	\$0.0							(9)	(9)	Class A Common Stock	427,024		427,024	D	
LLC Units in Goosehead Financial, LLC	\$0.0							(9)	(9)	Class A Common Stock	36,396		36,396	I	By Lyla Kate Colby 2014 Trust <sup>(1)</sup>
LLC Units in Goosehead Financial, LLC	\$0.0							(9)	(9)	Class A Common Stock	36,396		36,396	I	By Preston Michael Colby 2014 Trust <sup>(1)</sup>

**Explanation of Responses:**

- 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.00 to \$135.99, 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 \$136.00 to \$136.75, 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 \$137.00 to \$137.05, 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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.27 to \$131.26, 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.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.27 to \$132.11, 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.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.37 to \$133.34, 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.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.44 to \$134.29, 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.

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/ P. Ryan Langston, as  
Attorney-in-Fact for Michael C. Colby](#)  
08/25/2021

\*\* 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.

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