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**

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

| 1. Name and Address of Reporting Person[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Langston Patrick Ryan | Goosehead Insurance, Inc. [ GSHD ] | |

| (Last) | (First) | (Middle) |
|---|---|---|
| 1500 SOLANA BLVD | | |
| BUILDING 4, SUITE 4500 | | |

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2021

| Director | X | 10% Owner |
|---|---|---|
| X Officer (give title below) | X | Other (specify below) |

VP and General Counsel / Member of 10% owner group

| (Street) | | |
|---|---|---|
| WESTLAKE | TX | 76262 |

| (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year)
08/30/2021

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

**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 | | | |

**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 | | | | |
| Employee Stock Options (right to buy) | $10 | 08/30/2021 | | M | | | 10,000 | (1) | 04/26/2028 | Class A Stock | 10,000[(2)] | $0 | 60,000 | D | |

**Explanation of Responses:**

1. One third (1/3rd) of the shares subject to the option shall vest and become exercisable, subject to continued employment, on each of the second, third and fourth anniversaries of the grant date; provided, that all shares subject to the option will vest and become exercisable if Mr. Langston's employment is terminated without "cause" or for "good reason" (each as defined in either Mr. Langston's option award agreement or the issuer's omnibus incentive plan) or within six month following a "change in control" (as defined in the issuer's omnibus incentive plan).

2. Amended to correspond the number of stock options disposed with the number of disposed option shares reported in Table 1 of the original Form.

**Remarks:**

/s/ P. Ryan Langston                09/23/2021

** 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.

**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.**