SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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*

Mark & Robyn Jones Descendants Trust 2014

(Last) (First) (Middle)

C/O GOOSEHEAD INSURANCE, INC.

1500 SOLANA BLVD., BLDG 4, STE 4500

(Street)

WESTLAKE TX 76262

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Goosehead Insurance, Inc. [GSHD]

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

07/31/2025

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☐ Director ☑ 10% Owner

☐ Officer (give title below) ☑ Other (specify below)

Member of 10% owner group

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

☐ 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			
Class B Common Stock	07/31/2025		C		31,516	D	$0	7,424,626	D(1)	
Class A Common Stock	07/31/2025		C		31,516	A	$0	31,516	D(1)	
Class A Common Stock	07/31/2025		S		31,516	D	$93.24(2)	0	D(1)	
Class A Common Stock								38,851	D(3)	
Class B Common Stock								182,349	D(3)	
Class A Common Stock								71,565	D(4)	
Class B Common Stock								132,349	D(4)	
Class B Common Stock								1,766,355	I	By Trust(5)

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	07/31/2025		C			31,516	(6)	(6)	Class A Common Stock	31,516	$0	7,424,626	D(1)	
LLC Units in Goosehead Financial, LLC	$0							(6)	(6)	Class A Common Stock	182,349		182,349	D(3)	
LLC Units in Goosehead Financial, LLC	$0							(6)	(6)	Class A Common Stock	132,349		132,349	D(4)	
LLC Units in Goosehead Financial, LLC	$0							(6)	(6)	Class A Common Stock	1,766,355		1,766,355	I	By Trust(5)

1. Name and Address of Reporting Person*

Mark & Robyn Jones Descendants Trust 2014

(Last) (First) (Middle)

C/O GOOSEHEAD INSURANCE, INC.
1500 SOLANA BLVD., BLDG 4, STE 4500

(Street)

WESTLAKE	TX	76262
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Jones Mark Evan

(Last) (First) (Middle)

C/O GOOSEHEAD INSURANCE, INC.
1500 SOLANA BLVD., BLDG 4, STE 4500

(Street)

WESTLAKE	TX	76262
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Jones Robyn Mary Elizabeth

(Last) (First) (Middle)

C/O GOOSEHEAD INSURANCE, INC.
1500 SOLANA BLVD., BLDG 4, STE 4500

(Street)

WESTLAKE	TX	76262
(City)	(State)	(Zip)

Explanation of Responses:

1. Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held (i) directly by the Mark & Robyn Jones Descendants Trust 2014 and (ii) indirectly by Mark Evan Jones and Robyn Mary Elizabeth Jones, who serve as trustees of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $93.00 to $93.91, 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. Reflects shares of Class A Common Stock, shares of Class B Common Stock, or LLC Units, as applicable, held directly by Mark Evan Jones, and does not reflect shares of Class A Common Stock, shares of Class B Common Stock, or LLC Units, as applicable, held by his spouse, Robyn Mary Elizabeth Jones, who is independently a reporting person of the issuer.

4. Reflects shares of Class A Common Stock, shares of Class B Common Stock, or LLC Units, as applicable, held directly by Robyn Mary Elizabeth Jones, and does not reflect shares of Class A Common Stock, shares of Class B Common Stock, or LLC Units, as applicable, held by her spouse, Mark Evan Jones, who is independently a reporting person of the issuer.

5. Reflects shares of Class B Common Stock or LLC Units, as applicable, held indirectly by Mark Evan Jones and Robyn Mary Elizabeth Jones, who serve as trustees of various trusts and whose immediate family members are beneficiaries of such trusts.

6. 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/ John O'Connor, as Attorney-in-Fact for Mark Evan Jones	08/04/2025
/s/ John O'Connor, as Attorney-in-Fact for Robyn Mary Elizabeth Jones	08/04/2025
/s/ John O'Connor, as Attorney-in-Fact for Mark & Robyn Jones Descendants Trust 2014	08/04/2025
** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of John O'Connor and Mark E. Jones, Jr. as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or member of the Board of Directors of Goosehead Insurance, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of August, 2023.

Signature: /s/ Mark E. Jones

Name: Mark E. Jones