

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>Jones Mark Evan</u> <hr/> (Last) (First) (Middle) C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500 <hr/> (Street) WESTLAKE TX 76262 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) CEO / Member of 10% owner group
	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 A Common Stock	05/01/2018		A		757,890 <sup>(1)</sup>	A	\$0	757,890	D	
Class A Common Stock	05/01/2018		A		1,748,281 <sup>(2)</sup>	A	\$0	1,748,281	I	By Mark and Robyn Jones Descendants Trust 2014
Class B Common Stock	05/01/2018		A		171,632 <sup>(3)</sup>	A	\$0.01	171,633	D	
Class B Common Stock	05/01/2018		A		13,404,339 <sup>(4)</sup>	A	\$0.01	13,404,339	I	By Mark and Robyn Jones Descendants Trust 2014
Class B Common Stock	05/01/2018		A		297,734 <sup>(4)</sup>	A	\$0.01	297,734	I	By Lanni Elaine Romney Family Trust 2014
Class B Common Stock	05/01/2018		A		297,734 <sup>(4)</sup>	A	\$0.01	297,734	I	By Lindy Jean Langston Family Trust 2014
Class B Common Stock	05/01/2018		A		297,734 <sup>(4)</sup>	A	\$0.01	297,734	I	By Camille LaVaun Peterson Family Trust 2014
Class B Common Stock	05/01/2018		A		297,734 <sup>(4)</sup>	A	\$0.01	297,734	I	By Desiree Robyn Coleman Family Trust 2014
Class B Common Stock	05/01/2018		A		297,734 <sup>(4)</sup>	A	\$0.01	297,734	I	Adrienne Morgan Jones Family Trust 2014
Class B Common Stock	05/01/2018		A		297,734 <sup>(4)</sup>	A	\$0.01	297,734	I	Mark Evan Jones, Jr. Family Trust 2014

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	Code	V	(A)	(D)	Date Exercisable and Expiration Date (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title and Class of Underlying Security	Amount or Number of Shares	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)
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		171,632 <sup>(5)</sup>		(6)	(6)	Class A Common Stock	171,632	\$0	171,633	D	
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		13,404,339 <sup>(4)</sup>		(6)	(6)	Class A Common Stock	13,404,339	\$0	13,404,339	I	By Mark and Robyn Jones Descendants Trust 2014
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		297,734 <sup>(4)</sup>		(6)	(6)	Class A Common Stock	297,734	\$0	297,734	I	By Lami Elaine Romney Family Trust 2014
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		297,734 <sup>(4)</sup>		(6)	(6)	Class A Common Stock	297,734	\$0	297,734	I	By Lindy Jean Langston Family Trust 2014
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		297,734 <sup>(4)</sup>		(6)	(6)	Class A Common Stock	297,734	\$0	297,734	I	By Camille LaVaun Peterson Family Trust 2014
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		297,734 <sup>(4)</sup>		(6)	(6)	Class A Common Stock	297,734	\$0	297,734	I	By Desiree Robyn Coleman Family Trust 2014
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		297,734 <sup>(4)</sup>		(6)	(6)	Class A Common Stock	297,734	\$0	297,734	I	Adrienne Morgan Jones Family Trust 2014
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		297,734 <sup>(4)</sup>		(6)	(6)	Class A Common Stock	297,734	\$0	297,734	I	Mark Evan Jones, Jr. Family Trust 2014

**Explanation of Responses:**

- These securities were acquired by the reporting person in connection with the closing of the issuer's initial public offering, in exchange for notes of the issuer held by the reporting person. The reported securities do not include an equal number of shares of Class A common stock held directly by the reporting person's wife (a director of the issuer) for which the reporting person disclaims beneficial ownership.
- These securities were acquired by the trust in connection with the closing of the issuer's initial public offering, in exchange for notes of the issuer held by the trust.
- These securities were acquired through the conversion immediately prior to the issuer's initial public offering of historical interests held by the reporting person in Goosehead Financial, LLC ("Goosehead Financial"). These securities do not include 171,633 shares of Class B common stock held directly by the reporting person's wife (a director of the issuer) for which the reporting person disclaims beneficial ownership.
- These securities were acquired through the conversion immediately prior to the issuer's initial public offering of historical interests held by the trust in Goosehead Financial.
- These securities were acquired through the conversion immediately prior to the issuer's initial public offering of historical interests held by the reporting person in Goosehead Financial. These securities do not include 171,633 LLC Units held directly by the reporting person's wife (a director of the issuer) for which the reporting person disclaims beneficial ownership.
- 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.

/s/ P. Ryan Langston, as  
Attorney-in-Fact for Mark Evan Jones 05/03/2018

\*\* 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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