FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
|-------------|------|-------|
|-------------|------|-------|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPROVAL | | | | | | | | | | |
|--------------------------|---------------------|-----------|--|--|--|--|--|--|--|--|--|
| l | OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | | |
| l | hours per response. | 0.5 | | | | | | | | | |

X 10% Owner

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

Director

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*

Mark & Robyn Jones Descendants Trust 2014

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

2. Issuer Name and Ticker or Trading Symbol

Goosehead Insurance, Inc. [GSHD]

| <u>2014</u> | | | | | 3. | Date | of Ear | liest Tra | nsaction | (Mon | th/Da | ay/Year) | | | | Officer (below) | give title | X | Other (s | pecify | |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------|---------|-----------------|--------------|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------|--------------------------------------------------|--------------|-------------------------------------------------------------------------------------------------|----------------------------|-----------------------------------------------------------------------------------------------|-------------------------------------------------------|-------------------------|--------------------------------------------------------------------------|---------------------------------------|---------|--|
| (Last) (First) (Middle) | | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/14/2023 | | | | | | | | | Member of 10% owner group | | | | | |
| | OSEHEAD LANA BLV | 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person | | | | | | | | |
| (Street) | AKE T | X | X Form filed by More than One Reporting Person | | | | | | | | | | | | | | | | | | |
| (0):) | | | | | - R | ule | 10k | .0b5-1(c) Transaction Indication this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy | | | | | | | | | | | | | |
| (City) | (5 | itate) | (Zip) | | | | | | | | | | made pursu (c). See Inst | | | instruction o | r written pl | an that i | s intended to | satisfy | |
| | | Та | ble I - No | on-Deri | vativ | ve S | ecur | ities A | cquir | ed, C | Disp | osed | of, or B | enefici | ally (| Owned | | | | | |
| Dat | | | 2. Trans Date (Month/I | | Execution Date, | | Cod | Transaction Code (Instr. | | | | | | | s Illy ollowing | 6. Owners Form: Dir (D) or Ind (I) (Instr. 4 | Direct Indirect str. 4) | . Nature of ndirect Beneficial Ownership Instr. 4) | | | |
| | | | | | | | | | Cod | le V | | Amount | (A) o (D) | Price | | Transacti (Instr. 3 a | on(s) | | | (| |
| Class B C | Common Sto | ock | | 08/14 | 4/202 | 3 | | | С | | | 9,48 | 3 D | \$ | 0 | 8,393 | 3,149 |] | D ⁽¹⁾ | | |
| Class A C | Common Sto | ock | | 08/14 | 4/202 | .3 | | | C | | | 9,48 | 3 A | \$ | 0 | 9,4 | 83 |] | D ⁽¹⁾ | | |
| Class A C | Common Sto | ock | | 08/14 | 4/202 | 3 | | | S | _ | | 8,61 | 7 D | \$62. | 83(2) | 86 | 66 |] | D ⁽¹⁾ | | |
| Class A C | Common Sto | ock | | 08/14 | 4/202 | 3 | | | S | | | 866 | D | \$63. | 58 ⁽³⁾ | 0 | |] | D ⁽¹⁾ | | |
| Class B C | Common Sto | ock | | 08/15 | 5/202 | :3 | | | C | _ | _ | 10,08 | 32 D | \$ | 0 | 8,383 | 3,067 |] | D ⁽¹⁾ | | |
| Class A C | Common Sto | ock | | 08/15 | 5/202 | :3 | | | С | _ | | 10,08 | 32 A | \$ | 0 | 10, | 082 |] | D ⁽¹⁾ | | |
| | Common Sto | | | 08/15 | | - | | | | s 4,68 | | 4,680 | | | | * | | D ⁽¹⁾ | | | |
| | Common Sto | | | 08/15 | 5/202 | :3 | | | S | | | 5,39 | 6 D | \$63. | 24 ⁽⁵⁾ | - | | | D ⁽¹⁾ | | |
| | lass A Common Stock | | | | | | | | | | | | | | 196 | | | | D ⁽⁶⁾ | | |
| Class B Common Stock | | | | | | | | _ | | | | | | | | | | D ⁽⁶⁾ | | | |
| | Common Sto | | | | | | | | _ | _ | _ | | | | | | 290 | | D ⁽⁷⁾ | | |
| Class B C | Common Sto | ock | | | | | | | _ | _ | | | | | 132, | !,349 | | D ⁽⁷⁾ | | | |
| Class B C | Class B Common Stock | | | | | | | | | | | | | 1,860 | | 0,355 | | | By Trust ⁽⁸⁾ | | |
| | | | Table II | | | | | | | | | | f, or Be tible sec | | | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Day | Date, T | Code (| 5. Number of | | Expira | Expiration Date | | Expiration Date Secu Month/Day/Year) Deri | | Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) Benefici Owned Followir Reporte Transac (Instr. 4) | | e sally g | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | |
| | | | | c | Code | v | (A) | (D) | Date Exercis | sable | Exp Date | iration e | Title | Amount Number Shares | | | | | | | |
| LLC Units in Goosehead Financial, LLC | \$0 | 08/14/2023 | | | С | | | 9,483 | (9) |) | | (9) | Class A Common Stock | 9,483 | 3 | \$0 | 8,393, | 149 | D ⁽¹⁾ | | |
| LLC Units in Goosehead Financial, LLC | \$0 | 08/15/2023 | | | С | | | 10,082 | (9) |) | | (9) | Class A Common Stock | 10,08 | 2 | \$0 | 8,383,0 | 067 | D ⁽¹⁾ | | |
| LLC Units in Goosehead Financial, LLC | \$0 | | | | | | | | (9) | | | (9) | Class A Common Stock | 182,34 | 49 | | 182,3 | 49 | D ⁽⁶⁾ | | |
| LLC Units in Goosehead | \$0 | | | | | | | | (9) | | | (9) | Class A Common Stock | 132,34 | 49 | | 132,3 | 49 | D ⁽⁷⁾ | | |

| | 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 Sec Acq (A) (Disp of (I | umber ivative urities uired or oosed O) (Instr. and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | te Securities Underlying | | 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 | | | | | | | (9) | (9) | Class A Common Stock | 1,860,355 | | 1,860,355 | I | By Trust ⁽⁸⁾ |

| LLC | | | | | | | | | | | | |
|------------------------------------------|-------------------------------------------------------|----------------|-----|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | | | | | | | | | | |
| Mark & Robyn | Jones Descend | dants Trust 20 |)14 | | | | | | | | | |
| (1 +) | (First) | (A 4: July) | | _ | | | | | | | | |
| (Last) | (Last) (First) (Middle) C/O GOOSEHEAD INSURANCE, INC. | | | | | | | | | | | |
| | · · · · · · · · · · · · · · · · · · · | | | | | | | | | | | |
| - ISOU SOLITIVIT BE | 1500 SOLANA BLVD., BLDG 4, STE 45 | | | | | | | | | | | |
| (Street) | | | | | | | | | | | | |
| WESTLAKE | TX | 76262 | | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| 1. Name and Address of | Reporting Person* | | | | | | | | | | | |
| Jones Mark Eva | <u>n</u> | | | | | | | | | | | |
| | (First) | 0.000 | | | | | | | | | | |
| (Last) | (Middle) | | | | | | | | | | | |
| | C/O GOOSEHEAD INSURANCE, INC. | | | | | | | | | | | |
| 1500 SOLANA BLVD., BUILDING 4, STE 4500 | | | | | | | | | | | | |
| (Street) | | | | | | | | | | | | |
| WESTLAKE | TX | 76262 | | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| 1. Name and Address of | Reporting Person* | | | | | | | | | | | |
| Jones Robyn Ma | ary Elizabeth | | | | | | | | | | | |
| | | | | _ | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | | | | |
| C/O GOOSEHEAD | · · · · · · · · · · · · · · · · · · · | | | | | | | | | | | |
| 1500 SOLANA BL | VD., BUILDING | 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 \$62.37 to 63.35, 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 \$63.37 to \$64.01, 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 \$62.00 to \$62.99, 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.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.01 to 63.51, 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. 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 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.
- 7. 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 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.
- 8. 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.
- 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/ John O'Connor, as Attorneyin-Fact for Mark Evan Jones
/s/ John O'Connor, as Attorneyin-Fact for Robyn Mary
Elizabeth Jones

08/16/2023

/s/ John O'Connor, as Attorney- 08/16/2023

in-Fact for Mark & Robyn Jones Descendants Trust 2014

** Signature of Reporting Person

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.