П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-028' Estimated average burden							
OMB Number:	3235-0287						
Estimated average bu	rden						
hours per response.	05						

1. Name and Addre Jones Mark F	ss of Reporting Perso <mark>Lvan</mark>	on*	2. Issuer Name and Ticker or Trading Symbol Goosehead Insurance, Inc. [GSHD]		tionship of Reporting all applicable) Director	n(s) to Issuer 10% Owner	
	(First) AD INSURANCI BLVD., BUILDII		3. Date of Earliest Transaction (Month/Day/Year) 12/09/2019	x	Officer (give title below) CEO / Member of	X 10%	Other (specify below) owner group
(Street) WESTLAKE (City)	TX (State)	76262 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group f Form filed by One I Form filed by More Person	Repor	ing 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common Stock	12/09/2019		S		8,816	D	\$40.1345 ⁽¹⁾	285,558	I	By Mark and Robyn Jones Descendants Trust 2014
Class A Common Stock ⁽²⁾								725,801	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

		(e.g., puls, cails, warants, options, convertible securities)													
. Title of verivative iecurity 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)		11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.59, 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.

2. This does not reflect shares directly held by the reporting person's spouse, who is independently a reporting person of the issuer.

Remarks:

The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Mark and Robyn Jones Descendants Trust 2014.

<u>/s/ P. Ryan Langston, as</u> <u>Attorney-in-Fact for Mark</u> <u>Evan Jones</u> ** Signature of Reporting Person

12/10/2019

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.