FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL											
OMB Number: 3235-028											
Estimated average burden											
hours per recognoses:	0.5										

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

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						2. Issuer Name <b>and</b> Ticker or Trading Symbol Goosehead Insurance, Inc. [ GSHD ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner  Officer (give title X Other (specify							
	OSEHEAD	(First) (Middle) EHEAD INSURANCE, INCNA BLVD., BLDG 4, STE 4500					3. Date of Earliest Transaction (Month/Day/Year) 05/25/2021									below)  Member of 10% owner group						
(Street) WESTLA	AKE T	X	76262		_	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi Line)	Form file	ed by One	Report	ng (Check Applicable porting Person an One Reporting				
(City)	(S	tate)	(Zip)																			
			ble I - No			_			÷		, Dis						. 1		[.			
1. Title of Security (Instr. 3)			2. Trans Date (Month)		ear)	2A. Deemed Execution D if any (Month/Day/	tion Date	,   T	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			5. Amour Securities Beneficia Owned For Reported	s Illy ollowing	6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
									c	Code	v	Amount	(A) (D)	or P	rice	Transacti (Instr. 3 a	on(s)			(111311.4)		
Class B C	Common Sto	ock		05/2	5/202	21				С		32,39	2 Γ		\$ <mark>0</mark>	10,45	5,264	Ι	<b>)</b> (1)			
Class A C	Common Sto	ock		05/2	5/202	21				С		32,39	2 A		\$ <mark>0</mark>	32,	392	Ι	<b>)</b> <sup>(1)</sup>			
Class A C	Common Sto	ock		05/2	5/202	21				S		1,700		\$	83.95(2)	30,	692	Ι	<b>)</b> <sup>(1)</sup>			
Class A C	Common Sto	ock		05/2	5/202	21				S		28,68	4 Г	\$	85.01 <sup>(3)</sup>	2,0	800	Ι	<b>)</b> <sup>(1)</sup>			
Class A C	Common Sto	ock		05/2	5/202	21				S		1,808	Г	\$	85.47(4)	20	00	Ι	<b>)</b> <sup>(1)</sup>			
Class A C	Common Sto	ock		05/2	5/202	21				S		200	Г	\$	86.46(5)	(	0	Ι	<b>)</b> <sup>(1)</sup>			
Class B C	Common Sto	ock		05/2	6/202	21				С		24,19	3 [		\$ <mark>0</mark>	10,43	1,071	Ι	<b>)</b> <sup>(1)</sup>			
Class A C	Common St	ock		05/2	6/202	21				С		24,19	3 A		\$ <mark>0</mark>	24,	193	Ι	<b>)</b> <sup>(1)</sup>			
Class A C	Common St	ock		05/2	6/202	21				S		3,200		\$	85.39(6)	20,	993	Ι	<b>)</b> <sup>(1)</sup>			
Class A C	Common Sto	ock		05/2	6/202	21				S		4,547	' I	\$	86.48(7)	16,	446	Ι	<b>)</b> (1)			
Class A C	Common Sto	ock		05/2	6/202	21				S		16,44	6 Г	\$	87.35(8)	(	0	Ι	<b>)</b> (1)			
Class B C	Common Sto	ock		05/2	7/202	21				С		13,14	4 Г		\$0	10,41	7,927	Ι	<b>)</b> (1)			
Class A Common Stock 05/2			05/2	7/202	21				С		13,14	4 A		\$0	13,144		Ι	<b>)</b> <sup>(1)</sup>				
Class A C	Common Sto	ock		05/2	7/202	21				S		1,751	. [	) :	\$86.14	11,	393	Ι	)(1)			
Class A C	Common Sto	ock		05/2	7/202	21				S		1,450	1	) ;	\$87.22	9,9	943	Ι	<b>)</b> <sup>(1)</sup>			
Class A C	Common St	ock		05/2	7/202	21				S		8,693	Γ	) :	\$88.01	1,2	250	Ι	<b>)</b> <sup>(1)</sup>			
Class A Common Stock				05/2	7/202	21				S		1,250	Ι	) :	\$88.79		0	Ι	<b>)</b> <sup>(1)</sup>			
Class B Common Stock																182	,349	Ι	<b>)</b> <sup>(9)</sup>			
Class A C	Common Ste	ock														286	,201	Ι	<b>)</b> <sup>(9)</sup>			
Class A C	Common Ste	ock														333	,790	D	)(10)			
Class B C	Common Sto	ock														132	,349	D	)(10)			
Class B Common Stock														1,860,355		I		By Trust <sup>(11)</sup>				
			Table II -									osed of				wned						
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution I Security or Exercise (Month/Day/Year) if any		d Date,	ransaction		5. Number 6		6. Da		ercisa Date	ble and	7. Title and Amou Securities Underly Derivative Securit (Instr. 3 and 4)		ount of rlying rity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transaction (Instr. 4)	ore Owners es Form: Direct (I or Indirect (I) (Instrict (I		Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exer	e rcisabl		xpiration ate	Title		unt or ber of es							

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)						equired, Disposed o ts, options, convert 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title an	d Amount of Underlying Security	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	\$0.0	05/25/2021		С			32,392	(12)	(12)	Class A Common Stock	32,392	\$0	10,455,264 <sup>(13)</sup>	D <sup>(1)</sup>	
LLC Units in Goosehead Financial, LLC	\$0.0	05/26/2021		С			24,193	(12)	(12)	Class A Common Stock	24,193	\$0	10,431,071	D <sup>(1)</sup>	
LLC Units in Goosehead Financial, LLC	\$0.0	05/27/2021		С			13,144	(12)	(12)	Class A Common Stock	13,144	\$0	10,417,927	D <sup>(1)</sup>	
LLC Units in Goosehead Financial, LLC	\$0.0							(12)	(12)	Class A Common Stock	182,349		182,349	D <sup>(9)</sup>	
LLC Units in Goosehead Financial, LLC	\$0.0							(12)	(12)	Class A Common Stock	132,349		132,349	D <sup>(10)</sup>	
LLC Units in Goosehead Financial, LLC	\$0.0							(12)	(12)	Class A Common Stock	1,860,355		1,860,355	I	By Trust <sup>(11)</sup>
		Reporting Person*  Tones Descent  (First)	dants Trust 20	014			,	2		3	,	2			

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., BUILDING 4, STE 4500

(Street)

WESTLAKE TX 76262

(City) (State) (Zip)

1. Name and Address of Reporting  $\mathsf{Person}^*$ 

Jones Robyn Mary Elizabeth

(Last) (First) (Middle)

C/O GOOSEHEAD INSURANCE, INC.

1500 SOLANA BLVD., BUILDING 4, STE  $4500\,$ 

(Street)

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

## Explanation of Responses:

<sup>1.</sup> 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.

<sup>2.</sup> The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.28 to \$84.24, inclusive. The reporting person trust 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.

<sup>3.</sup> The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.31 to \$85.30, inclusive. The reporting person trust 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 \$85.31 to \$86.01, inclusive. The reporting person trust 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 \$86.35 to \$86.57, inclusive. The reporting person trust 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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.72 to \$85.70, inclusive. The reporting person trust 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 formote to this Form 4.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.80 to \$86.79, inclusive. The reporting person trust 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.
- 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.81 to \$87.66, inclusive. The reporting person trust 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.
- 9. 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.
- 10. 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.
- 11. 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.
- 12. 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.
- 13. Does not reflect shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held directly by the reporting person individuals, who are each independently a reporting person of the issuer.

## Remarks:

/s/ P. Ryan Langston, as
Attorney-in-Fact for Mark &
Robyn Jones Descendants Trust
2014

/s/ P. Ryan Langston, as Attorney-in-Fact for Mark Evan 05/27/2021 Jones

/s/ P. Ryan Langston, as Attorney-in-Fact for Robyn 05/27/2021 Mary Elizabeth Jones

\*\* 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.