

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Colby Mark S.</u><br><br>(Last) (First) (Middle)<br>C/O GOOSEHEAD INSURANCE, INC.<br>1500 SOLANA BLVD., BUILDING 4, STE 4500<br><br>(Street)<br>WESTLAKE TX 76262<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Goosehead Insurance, Inc. [ GSHD ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Financial Officer</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/21/2021                           |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |   |

**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            | 06/21/2021                           |  | M                              |   | 1,424   | A          | \$10                      | 1,424   | D  |   |
| Class A Common Stock            | 06/21/2021                           |  | S                              |   | 1,424   | D          | \$120.0412 <sup>(1)</sup> | 0   | D  |   |
| Class A Common Stock            | 06/22/2021                           |  | M                              |   | 8,576   | A          | \$10                      | 8,576   | D  |   |
| Class A Common Stock            | 06/22/2021                           |  | S                              |   | 7,500   | D          | \$120.17 <sup>(2)</sup>   | 1,076   | D  |   |
| Class A Common Stock            | 06/22/2021                           |  | S                              |   | 1,076   | D          | \$121.31 <sup>(3)</sup>   | 0   | D  |   |

**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 |
| Employee Stock Options (right to buy)      | \$10   | 06/21/2021                           |  | M                              |   | 1,424  |     | (4)  | 04/26/2028      | Class A Stock   | 1,424                                      | \$0  | 78,576  | D  |       |
| Employee Stock Options (right to buy)      | \$10   | 06/22/2021                           |  | M                              |   | 8,576  |     | (4)  | 04/26/2028      | Class A Stock   | 8,576                                      | \$0  | 70,000  | D  |       |

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.00 to \$120.12, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.00 to \$120.95, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.07 to \$121.60, 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.
- One third (1/3rd) of the shares subject to the option shall vest and become exercisable, subject to continued employment, on each of the second, third and fourth anniversaries of the grant date; provided, that all shares subject to the option will vest and become exercisable if Mr. Colby's employment is terminated without "cause" or for "good reason" (each as defined in either Mr. Colby's option award agreement or the issuer's omnibus incentive plan) within six month following a "change in control" (as defined in the issuer's omnibus incentive plan).

**Remarks:**

The sales reported were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person.

/s/ P. Ryan Langston, as  
Attorney-in-Fact for Mark S. Colby      06/23/2021

\*\* 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.**