FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	DC	20549	
wasiiiigtoii,	D.C.	20343	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
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232 045

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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* <u>Jones Mark Evan</u>					2. Issuer Name and Ticker or Trading Symbol Goosehead Insurance, Inc. [GSHD]									Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
	OSEHEAD	irst) (INSURANCE, VD., BUILDINC			08/	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2021								X Officer (give title X Other (specify below) CEO / Member of 10% owner group						
(Street) WESTLAKE TX 76262					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicab Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	tate) (Zip)												Perso	1				
		Tabl	e I - N	lon-Deriv	ative	Seci	uriti	es Ac	quire	d, Di	sposed of	f, or B	enefic	cially	Owne	d				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea		Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a		d (A) or r. 3, 4 an	d 5)	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Class A C	Common St	ock ⁽¹⁾		08/19/2	021			M		0	Α	\$10		30	307,097		D			
Class A Common Stock ⁽¹⁾ 08/19/		08/19/2	021)21		S		400	D	\$135.01 ⁽²⁾		30	306,697		D					
Class A Common Stock ⁽¹⁾ 08/19/20		021	21		S		565	D	\$136.32 ⁽³⁾		30	306,132		D						
Class A Common Stock ⁽¹⁾		08/19/2	021				S		2,185	D	\$137	\$137.1(4))3,947		D				
Class A Common Stock ⁽¹⁾		08/19/2	19/2021				S		6,512	D	\$138	\$138.14 ⁽⁵⁾		97,435		D				
Class A Common Stock ⁽¹⁾			08/19/2	2021				S		6,769	D	\$139	\$139.16 ⁽⁶⁾		90,666		D			
Class A Common Stock ⁽¹⁾			08/19/2	/19/2021				S		4,465	D	\$139.86 ⁽⁷⁾		28	286,201		D			
Class B Common Stock ⁽¹⁾ 08			08/20/2)21				M		0	A	\$10		303,260			D			
Class A Common Stock ⁽¹⁾ 08/20			08/20/2	021	21			S		8,751	D	\$136.75(8)		294,509			D			
Class A C	Common St	ock ⁽¹⁾		08/20/2	021)21		S		4,944	D	\$137.55 ⁽⁹⁾		28	289,565		D			
Class A Common Stock ⁽¹⁾ 08/20			08/20/2)21			S		2,446	D	\$138.65(10)		287,119			D				
Class A C	Common St	ock ⁽¹⁾		08/20/2	021)21			S		918	D \$139.6		64(11)	4 ⁽¹¹⁾ 286,201		D			
		Ta	able II								posed of, convertib				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu if any	3A. Deemed Execution Date, if any (Month/Day/Year)		action (Instr.			Expiration (Month/Da			7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownersh Form: y Direct (Direct (I) (Instr.	Ownership	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exer	: cisable	Expiration Date	Title	Amour or Number of Shares	er						
Employee Stock Options (right to buy)	\$10	08/19/2021			M			20,890	6	(12)	04/26/2028	Class A Stock	20,89	96	\$0	249,104	4	D		
Employee																				

Explanation of Responses:

\$10

08/20/2021

Stock

Options (right to

- 1. This does not reflect shares directly held by the reporting person's spouse, who is independently a reporting person of the issuer.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.52 to \$135.30, 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.

(12)

- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.64 to \$136.63, 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 \$136.64 to \$137.62, 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 \$137.64 to \$138.59, 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.

- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.64 to \$139.62, 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.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.64 to \$140.31, 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.
- 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.22 to \$137.21, 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.
- 9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.22 to \$138.19, 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.
- 10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.23 to \$139.21, 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.
- 11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.24 to \$139.99, 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.
- 12. 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. Jones's employment is terminated without "cause" or for "good reason" (each as defined in either Mr. Jones'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:

<u>/s/ P. Ryan Langston, as</u>
<u>Attorney-in-Fact for Mark</u>
<u>08/20/2021</u>
Evan 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.