LLC Units in Goosehead Financial, LLC

\$<mark>0</mark>

06/08/2023

С

10,112

(9)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	2054

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

mstruc	tion I(b).			FI					e Investment					.534		,			
1. Name and Address of Reporting Person* Mark & Robyn Jones Descendants Trust				2. Issuer Name and Ticker or Trading Symbol Goosehead Insurance, Inc. [GSHD] 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner															
<u>2014</u>				3. [Date	of Ea	rliest Traı	nsaction (Mo	nth/Da	ay/Year)	\dashv	Officer (give title below) Officer (give title below)							
(Last) (First) (Middle)						06/06/2023 Below) Member of 10% owner group)	
C/O GOOSEHEAD INSURANCE, INC.					4. I	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable													
1500 SOLANA BLVD., BLDG 4, STE 4500					Line) Form filed by One Reporting Person														
(Street)					-									X	Form fil Person	ed by Mor	e than	One Repor	rting
WESTL	AKE T	X	76262		Ri	ule	10k	5-1(c) Transa	actio	n In	dicat	ion						
(City)	(S	tate)	(Zip)		X] Ch	eck thi	is box to ir	dicate that a t defense cor	ransac	ction was	s made p	oursua	int to a contra ee Instruction	act, instruction 10.	n or written	plan tha	at is intended	i to
		Ta	ble I - No	n-Deri	vativ	e S	ecur	ities A	cquired, I	Disp	osed	of, or	Bei	neficially	Owned				
1. Title of \$	Security (Ins	tr. 3)		2. Trans Date (Month/I		ar) E	f any	emed tion Date, n/Day/Yea	Code (Ins	on [4. Secur Dispose	ities Ac	quire (Inst	d (A) or r. 3, 4 and 5)	Beneficia Owned F	s ally following	Form (D) or	: Direct Indirect	7. Nature of Indirect Beneficial Ownership
									Code	v A	Amount	(A) or D)	Price	Reported Transact (Instr. 3 a	ion(s)			(Instr. 4)
Class B C	Common Sto	ock		06/06	5/2023				С		24,03	37	D	\$0	8,42	2,544		D ⁽¹⁾	
Class A C	Common Sto	ock		06/06	5/2023				С		24,03	37	A	\$ <mark>0</mark>	24,	037		D ⁽¹⁾	
Class A C	Common Sto	ock		06/06	5/2023				S		24,03	37	D	\$60.14	2)	0		D ⁽¹⁾	
Class B C	Common Sto	ock		06/07	7/2023				С		6,29	0	D	\$0	8,41	6,254		D ⁽¹⁾	
Class A C	Common Sto	ock		06/07	7/2023	3			С		6,29	0	A	\$0	6,2	290		D ⁽¹⁾	
Class A C	Common Sto	ock		06/07	7/2023				S		6,19	0	D	\$60.42	3) 1	00		D ⁽¹⁾	
Class A C	Common Sto	ock		06/07	7/2023	3			S		100		D	\$61.01	4)	0		D ⁽¹⁾	
Class B C	Common Sto	ock		06/08	3/2023				С		10,11	12	D	\$0	8,40	6,142		D ⁽¹⁾	
Class A C	Common Sto	ock		06/08	3/2023				С		10,11	12	A	\$0	10,	112		D ⁽¹⁾	
Class A C	Common Sto	ock		06/08	3/2023	3			S		10,11	12	D	\$60.18(5	5)	0		D ⁽¹⁾	
Class A C	Common Sto	ock													196	,501		D ⁽⁶⁾	
Class B C	Common Sto	ock													182	,349		D ⁽⁶⁾	
Class A C	Common Sto	ock													331	,290		D ⁽⁷⁾	
Class B C	Common Sto	ock													132	,349		D ⁽⁷⁾	
Class B C	Common Sto	ock													1,86	0,355			By Trust ⁽⁸⁾
			Table II						quired, Di						Owned				
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/Da	ed Date,	4. Transac	ansaction of E		6. Date Exercisable a Expiration Date (Month/Day/Year)		ble and 7. Title and Amour Securities Underly		Amount of nderlying ecurity	8. Price of 9. Derivative ty Security (Instr. 5) Be		s illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisable	Expi Date	iration	Title	N	mount or lumber of hares					
LLC Units in Goosehead Financial, LLC	\$0	06/06/2023			С			24,037	(9)	((9)	Class A Commo Stock	on	24,037	\$0	8,422,5	544	D ⁽¹⁾	
LLC Units in Goosehead Financial, LLC	\$0	06/07/2023			С			6,290	(9)	((9)	Class A Commo Stock	on	6,290	\$0	8,416,2	254	D ⁽¹⁾	

Class A

Common Stock

10,112

\$<mark>0</mark>

(9)

8,406,142

D⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (II	ction of Expiration Date		Securities Derivative	Underlying Security	nderlying Derivative Security		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				
\$0							(9)	(9)	Class A Common Stock	182,349		182,349	D(6)	
\$0							(9)	(9)	Class A Common Stock	132,349		132,349	D ⁽⁷⁾	
\$0							(9)	(9)	Class A Common Stock	1,860,355		1,860,355	I	By Trust ⁽⁸⁾
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security \$0 \$0	2. Conversion or Exercise Price of Derivative Security \$0 \$0 \$0 \$0 \$0 \$0 \$0	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (III Security S	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) Code V	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. No for Operivative Security Code (V) (A) S0 \$0	2. Conversion or Exercise Price of Derivative Security \$\begin{array}{c} 3. Transaction Date (Month/Day/Year) \\ \end{array} \end{array}	2. Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative Security \$\begin{array}{c} 3. Transaction \\ Date \\ (Month/Day/Year) \end{array} \begin{array}{c} 3A. Deemed \\ Execution Date, \\ if any \\ (Month/Day/Year) \end{array} \begin{array}{c} 4. \\ Transaction \\ Code \text{(Instr. 8)} \end{array} \begin{array}{c} 5. Number of \\ Derivative \\ Securities \\ Acquired \\ (A) \\ or \\ Disposed \\ of \((D)\) \\ (Instr. 3, 4 \\ and 5) \end{array} \begin{array}{c} 6. Date Exerc \text{Expiration Date} \\ Expiration Date \\ Code \\ V \\ (A) \\ (D) \end{array} \begin{array}{c} Date \\ Exercisable \\ Exercisable \\ \end{array} \begin{array}{c} 9 \\ \end{array} \end{array} \begin{array}{c} 4. \\ Transaction \\ Code \\ (Instr. 3, 4 \\ and 5) \end{array} \begin{array}{c} Date \\ Exercisable \\ \end{array} \begin{array}{c} 0 \\ 0 \end{array} \begin{array}{c} Date \\ Exercisable \\ \end{array} \begin{array}{c} 0 \\ 0 \end{array} \begin{array}{c	2. Conversion or Exercise Price of Derivative Security \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0	2. Conversion or Exercise Price of Derivative Security \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0	2. Conversion of Exercise Price of Date (Month/Day/Year) Security Securit	2. Conversion Or Exercise Price of Date (Month/Day/Year)	2. Conversion Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative Security Price of Derivative Security (Month/Day/Year) Price of Derivative Security (Month/Day/Year) Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 80	2. Crise of Date (Month/Day/Year) of Perivative Security Price of Derivative Security (Month/Day/Year) of Derivative Security (Month/Day/Year) of Derivative Security (Month/Day/Year) of Derivative Security (Month/Day/Year) of Derivative Security (Instr. 3 and 4) of Derivative Security (Instr. 3) of Derivative Security (Instr. 4) of Derivative Security (Instr. 5) of Derivative Security (Instr. 4) of Derivative Security (Instr. 4) of Derivative Security (Instr. 3) o

LLC					
		Reporting Person* Jones Descen	dants Trust 201	4	
(Last)		(First)	(Middle)		—
C/O GO	OSEHEAD	INSURANCE,	INC.		
1500 SO	LANA BLV	D., BLDG 4, S	ГЕ 4500		
(Street)					_
WESTL	AKE 	TX	76262		
(City)		(State)	(Zip)		
	nd Address of Mark Evai	Reporting Person*			
(Last)		(First)	(Middle)		
C/O GO	OSEHEAD	INSURANCE,	INC.		
1500 SO	LANA BLV	D., BUILDING	4, STE 4500		
(Street)					_
WESTL	AKE	TX	76262		
(City)		(State)	(Zip)		
		Reporting Person* Iry Elizabeth			
(Last)		(First)	(Middle)		
C/O GO	OSEHEAD	INSURANCE,	INC.		
1500 SO	LANA BLV	D., BUILDING	4, STE 4500		
(Street)					
WESTL	AKE	TX	76262		
(City)					

Explanation of Responses:

- . 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 \$60.00 to \$60.55, 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 \$60.00 to \$60.99, 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.

 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.01 to \$61.06, 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 \$60.00 to \$60.40, 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/ P. Ryan Langston, as
Attorney-in-Fact for Robyn 06/08/2023

Mary Elizabeth Jones

/s/ P. Ryan Langston, as
Attorney-in-Fact for Mark & 06/08/2023

Robyn Jones Descendants Trust 2014

/s/ P. Ryan Langston, as
Attorney-in-Fact for Mark Evan 06/08/2023

Jones

Date

** 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.