UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2020
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _______ to ______
Commission file number: 001-38466

GOOSEHEAD INSURANCE, INC.

(Exact name of registrant as specified in its charter)

Delaware	**82-3886022**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
1500 Solana Blvd, Building 4, Suite 4500	
Westlake	
Texas	**76262**
(Address of principal executive offices)	(Zip Code)

(469) 480-3669
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A Common Stock, par value $.01 per share	GSHD	NASDAQ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes o No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
☑ Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☐	Accelerated filer	☑
Non-accelerated filer	☐	Smaller reporting company	☑
		Emerging growth company	☑

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☑ No

As of May 4, 2020, there were 16,071,601 shares of Class A common stock outstanding and 20,244,135 shares of Class B common stock outstanding.

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Commonly used defined terms

As used in this Quarterly Report on Form 10-Q ("Form 10-Q"), unless the context indicates or otherwise requires, the following terms have the following meanings:

- Ancillary Revenue: Revenue that is supplemental to our Core Revenue and Cost Recovery Revenue, Ancillary Revenue is unpredictable and often outside of the Company's control. Included in Ancillary Revenue are Contingent Commissions and other income.
- Agency Fees: Fees separate from commissions charged directly to clients for efforts performed in the issuance of new insurance policies.
- Annual Report on Form 10-K: The Company's annual report on Form 10-K for the year ended December 31, 2019.
- ASC 605: Legacy revenue recognition standard ASC 605, *Revenue Recognition.* This legacy revenue recognition was used for periods prior to the fourth quarter of 2019.
- ASC 606 ("Topic 606"): ASU 2014-09 - *Revenue from Contracts with Customers.*
- Carrier: An insurance company.
- Carrier Appointment: A contractual relationship with a Carrier.
- Client Retention: Calculated by comparing the number of all clients that had at least one policy in force twelve months prior to the date of measurement and still have at least one policy in force at the date of measurement.
- Contingent Commission: Revenue in the form of contractual payments from Carriers contingent upon several factors, including growth and profitability of the business placed with the Carrier.
- Core Revenue: The most predictable revenue stream for the Company, these revenues consist of New Business Revenue and Renewal Revenue. New Business Revenue is lower-margin, but fairly predictable. Renewal Revenue is higher-margin and very predictable.
- Corporate Channel: The Corporate Channel distributes insurance through a network of company-owned and financed operations with employees that are hired, trained and managed by Goosehead.
- Corporate Channel Adjusted EBITDA: Segment earnings before interest, income taxes, depreciation and amortization allocable to the Corporate Channel.
- Cost Recovery Revenue: Revenue received by the Company associated with cost recovery efforts associated with selling and financing franchises. Included in Cost Recovery Revenue are Initial Franchise Fees and Interest Income.
- Franchise Agreement: Agreements governing our relationships with Franchisees.
- Franchise Channel: The Franchise Channel network consists of Franchisee operations that are owned and managed by Franchisees. These business owners have a contractual relationship with Goosehead to use our processes, training, implementation, systems and back-office support team to place insurance. In exchange, Goosehead is entitled to an Initial Franchise Fee and Royalty Fees.
- Franchise Channel Adjusted EBITDA: Segment earnings before interest, income taxes, depreciation and amortization, adjusted to exclude other non-operating items allocable to the Franchise Channel.
- Franchisee: An individual or entity who has entered into a Franchise Agreement with us.
- GF: Goosehead Financial, LLC.
- Initial Franchise Fee: Contracted fees paid by Franchisees to compensate Goosehead for the training, onboarding and ongoing support of new franchise locations.
- LLC Unit: a limited liability company unit of Goosehead Financial, LLC.
- New Business Commission: Commissions received from Carriers relating to policies in their first term.
- New Business Revenue: New Business Commissions, Agency Fees, and New Business Royalty Fees.
- New Business Royalty Fees: Royalty Fees received from Franchisees relating to policies in their first term

- NPS: Net Promoter Score is calculated based on a single question: “How likely are you to refer Goosehead Insurance to a friend, family member or colleague?” Customers that respond with a 6 or below are Detractors, a score of 7 or 8 are called Passives, and a 9 or 10 are Promoters. NPS is calculated by subtracting the percentage of Detractors from the percentage of Promoters.
- Policies in Force: As of any reported date, the total count of current (non-cancelled) policies placed by us with our Carriers.
- Pre-IPO LLC Members: owners of LLC Units of GF prior to the Offering.
- Renewal Revenue: Renewal Commissions and Renewal Royalty Fees.
- Royalty Fees: Fees paid by Franchisees to the Company that are tied to the gross commissions paid by the Carriers related to policies sold or renewed in the Franchise Channel.
- Segment: One of the two Goosehead sales distribution channels, the Corporate Channel or the Franchise Channel.
- Segment Adjusted EBITDA: Either Corporate Channel Adjusted EBITDA or Franchise Channel Adjusted EBITDA.
- The Offering: The initial public offering completed by Goosehead Insurance, Inc. on May 1, 2018.
- Total Written Premium: As of any reported date, the total amount of current (non-cancelled) gross premium that is placed with Goosehead’s portfolio of Carriers.

Special note regarding forward-looking statements

We have made statements in this Form 10-Q that are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue,” the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include the potential impact of COVID-19 on the Company's business, projections of our future financial performance, our anticipated growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including those factors discussed under the caption entitled “Item 1A. Risk factors” in the Annual Report on Form 10-K.

The forward-looking statements included in this Form 10-Q are made only as of the date hereof. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the date of this Form 10-Q to conform our prior statements to actual results or revised expectations.

PART I

Item 1. Condensed Consolidated Financial Statements (Unaudited)

Goosehead Insurance, Inc.
Condensed Consolidated Statements of Income
(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended March 31, 2020 [1]	Three Months Ended March 31, 2019 [2]
Revenues:		
Commissions and agency fees	$ 11,811	$ 16,170
Franchise revenues	8,445	6,828
Interest income	169	135
Total revenues	20,425	23,133
Operating Expenses:		
Employee compensation and benefits	13,503	9,191
General and administrative expenses	5,872	4,430
Bad debts	309	401
Depreciation and amortization	540	423
Total operating expenses	20,224	14,445
Income from operations	201	8,688
Other Income (Expense):		
Other income	66	—
Interest expense	(604)	(626)
Income (loss) before taxes	(337)	8,062
Tax expense (benefit)	(41)	744
Net income (loss)	(296)	7,318
Less: net income (loss) attributable to non-controlling interests	(140)	4,846
Net income (loss) attributable to Goosehead Insurance, Inc.	$ (156)	$ 2,472
Earnings (loss) per share:		
Basic	$ (0.01)	$ 0.17
Diluted	$ (0.01)	$ 0.16
Weighted average shares of Class A common stock outstanding		
Basic	15,564	14,211
Diluted	15,564	15,289
Dividends declared per share	$ —	$ 0.41

(1) - The three months ended March 31, 2020 are reported under ASC 606
(2) - The three months ended March 31, 2019 are reported under ASC 605

See Notes to the Condensed Consolidated Financial Statements

Goosehead Insurance, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

(In thousands, except per share amounts)

	March 31, 2020	December 31, 2019
Assets		
Current Assets:		
Cash and cash equivalents	$ 10,831	$ 14,337
Restricted cash	1,119	923
Commissions and agency fees receivable, net	4,655	6,884
Receivable from franchisees, net	2,859	2,602
Prepaid expenses	5,755	1,987
Total current assets	25,219	26,733
Receivable from franchisees, net of current portion	11,477	11,014
Property and equipment, net of accumulated depreciation	9,999	9,542
Intangible assets, net of accumulated amortization	475	445
Deferred income taxes, net	26,900	15,537
Other assets	1,818	1,357
Total assets	$ 75,888	$ 64,628
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 4,515	$ 5,033
Premiums payable	1,119	923
Deferred rent	703	683
Contract liabilities	3,006	2,771
Note payable	2,000	4,000
Total current liabilities	11,343	13,410
Deferred rent, net of current portion	6,732	6,681
Note payable, net of current portion	44,383	42,161
Contract liabilities, net of current portion	21,079	20,024
Liabilities under tax receivable agreement, net of current portion	22,339	13,359
Total liabilities	105,876	95,635
Commitments and contingencies (see note 7)		
Class A common stock, $0.01 par value per share - 300,000 shares authorized, 16,032 shares issued and outstanding as of March 31, 2020, 15,238 shares issued and outstanding as of December 31, 2019	160	152
Class B common stock, $0.01 par value per share - 50,000 shares authorized, 20,264 issued and outstanding as of March 31, 2020, 21,055 shares issued and outstanding as of December 31, 2019	202	210
Additional paid in capital	15,891	14,442
Accumulated deficit	(23,967)	(23,811)
Total stockholders' equity	(7,714)	(9,007)
Non-controlling interests	(22,274)	(22,000)
Total equity	(29,988)	(31,007)
Total liabilities and equity	$ 75,888	$ 64,628

See Notes to the Condensed Consolidated Financial Statements

Goosehead Insurance, Inc.
Condensed Consolidated Statements of Stockholders' Equity (Unaudited)

(In thousands)

	Issued shares of Class A common stock	Issued shares of Class B common stock	Class A Common stock	Class B Common Stock	Additional paid in capital	Accumulated deficit	Total stockholders' equity	Non-controlling interest	Total equity
Balance, January 1, 2020	15,238	21,055	152	210	14,442	(23,811)	(9,007)	(22,000)	(31,007)
Distributions	—	—	—	—	—	—	—	(1,003)	(1,003)
Net loss	—	—	—	—	—	(156)	(156)	(140)	(296)
Equity-based compensation	—	—	—	—	498	—	498	—	498
Activity under employee stock purchase plan	3	—	—	—	116	—	116	—	116
Redemption of LLC Units	791	(791)	8	(8)	(869)	—	(869)	869	—
Deferred tax adjustments related to Tax Receivable Agreement	—	—	—	—	1,704	—	1,704	—	1,704
Balance March 31, 2020	16,032	20,264	160	202	15,891	(23,967)	(7,714)	(22,274)	(29,988)

	Issued shares of Class A common stock	Issued shares of Class B common stock	Class A Common stock	Class B Common Stock	Additional paid in capital	Accumulated deficit	Total stockholders' equity	Non-controlling interest	Total equity
Balance, January 1, 2019	13,799	22,486	138	224	11,899	(20,761)	(8,500)	(16,703)	(25,203)
Distributions	—	—	—	—	—	—	—	(245)	(245)
Dividends declared	—	—	—	—	—	(5,962)	(5,962)	(9,038)	(15,000)
Net income	—	—	—	—	—	2,472	2,472	4,846	7,318
Equity-based compensation	—	—	—	—	368	—	368	—	368
Redemption of LLC Units	723	(723)	7	(7)	(679)	—	(679)	679	—
Deferred tax adjustments related to Tax Receivable Agreement	—	—	—	—	911	—	911	—	911
Balance March 31, 2019	14,522	21,763	145	217	12,499	(24,251)	(11,390)	(20,461)	(31,851)

See Notes to the Condensed Consolidated Financial Statements

Goosehead Insurance, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Cash flows from operating activities:		
Net income (loss)	$ (296)	$ 7,318
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	747	476
Bad debt expense	309	401
Equity-based compensation	498	368
Impacts of Tax Receivable Agreement	9,659	5,161
Deferred income taxes	(9,659)	(5,081)
Changes in operating assets and liabilities:		
Dividends held by transfer agent	—	(5,962)
Receivable from franchisees	(809)	(565)
Commissions and agency fees receivable	2,001	(553)
Prepaid expenses	(3,768)	(167)
Other assets	(461)	—
Accounts payable and accrued expenses	(1,244)	(356)
Deferred rent	71	985
Contract liabilities	1,290	—
Premiums payable	196	(24)
Unearned revenue	—	(199)
Payments pursuant to the tax receivable agreement	(9)	—
Net cash provided by (used for) operating activities	(1,475)	1,802
Cash flows from investing activities:		
Proceeds from notes receivable	9	5
Purchase of software	(60)	(55)
Purchase of property and equipment	(967)	(1,249)
Net cash used for investing activities	(1,018)	(1,299)
Cash flows from financing activities:		
Debt issuance costs	(530)	—
Repayment of note payable	(26,321)	(500)
Proceeds from notes payable	26,921	—
Proceeds from the issuance of Class A common stock	116	—
Member distributions and dividends	(1,003)	(245)
Net cash used for financing activities	(817)	(745)
Net decrease in cash and restricted cash	(3,310)	(242)
Cash and cash equivalents, and restricted cash, beginning of period	15,260	19,011
Cash and cash equivalents, and restricted cash, end of period	$ 11,950	$ 18,769
Supplemental disclosures of cash flow data:		
Cash paid during the year for interest	326	626
Cash paid for income taxes	—	—

See Notes to the Condensed Consolidated Financial Statements

1. Organization

On May 1, 2018 Goosehead Insurance, Inc. ("GSHD") completed an initial public offering (the “Offering”) of 9,810 thousand shares of Class A common stock at a price of $10.00 per share, which included 1,280 thousand shares issued pursuant to the underwriter's over-allotment option. Following completion of the Offering, GSHD owned 37.3% of Goosehead Financial, LLC (“GF”) and the Pre-IPO LLC Members owned the remaining 62.7%. GSHD is the sole managing member of GF and, although GSHD holds a minority economic interest in GF, GSHD has the sole voting power and control of management of GF. Accordingly, GSHD consolidates the financial results of GF and reports non-controlling interest in GSHD's consolidated financial statements.

GF was organized on January 1, 2016 as a Delaware Limited Liability Company and is headquartered in Westlake, TX.

GSHD (collectively with its consolidated subsidiaries, the “Company”) provides personal and commercial property and casualty insurance brokerage services for its clients through a network of corporate-owned agencies and franchise units across the nation.

The Company had seven corporate-owned locations in operation at March 31, 2020 and 2019. Franchisees are provided access to insurance Carrier Appointments, product training, technology infrastructure, client service centers and back office services. During the three months ended March 31, 2020 and 2019, the Company onboarded 84 and 63 franchise locations, respectively and had 679 and 501 operating franchise locations as of March 31, 2020 and 2019, respectively. No franchises were purchased by the Company during the three months ended March 31, 2020 or 2019.

All intercompany accounts and transactions have been eliminated in consolidation.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated financial statements of the Company have been prepared in accordance with the instructions to Form 10-Q. Therefore, they do not include all of the annual disclosures required by accounting principles generally accepted in the United States of America ("GAAP"). However, in the opinion of management, these statements include all adjustments, consisting of normal recurring adjustments, which are necessary for a fair presentation of the condensed consolidated financial positions at March 31, 2020, the condensed consolidated results of operations, stockholders' equity and statements of cash flows for the three months ended March 31, 2020 and 2019. The interim period condensed consolidated financial statements should be read in conjunction with the *Consolidated Financial Statements* that are included in the Annual Report on Form 10-K.

The results of operations for the three months ended March 31, 2020 are not necessarily indicative of the results that can be expected for the entire year. The Company experiences seasonal fluctuations of its revenue. Revenue is expected to be higher during the Company’s fourth quarter primarily due to the timing of contingent commission revenue recognition.

Impact of the coronavirus (“COVID-19”) pandemic

The extent to which the COVID-19 pandemic and the related economic impact may affect our financial condition or results of operations is uncertain. The extent of the impact on our operational and financial performance will depend on various factors, including the duration and spread of the outbreak and its impact on home sales and consumer spending. To date, the pandemic has not increased our costs of or access to capital under our term note and revolving credit facility and we do not believe it is reasonably likely to in the future. In addition, we do not believe that the pandemic will affect our ongoing ability to meet the covenants in our debt instruments, including under our term note and revolving credit facility. To date, the pandemic has not impacted the collectibility of receivables or adversely affected our revenue. Due to the nature of our business, the effect of the COVID-19 pandemic may not be fully reflected in our results of operations until future periods.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported period.

We are not presently aware of any events or circumstances arising from the COVID-19 pandemic that would require us to update our estimates, judgments or revise the carrying value of our assets or liabilities. Our estimates may change, however, as new events occur and additional information is obtained, any such changes will be recognized in the consolidated financial statements. Accordingly, actual results could differ from those estimates as more information becomes known.

Income Taxes

The Company accounts for income taxes pursuant to the asset and liability method which requires the recognition of deferred income tax assets and liabilities related to the expected future tax consequences arising from temporary differences between the carrying amounts and tax bases of assets and liabilities based on enacted statutory tax rates applicable to the periods in which the temporary differences are expected to reverse. Any effects of changes in income tax rates or laws are included in income tax expense in the period of enactment.

Restricted Cash

The Company holds premiums received from the insured, but not yet remitted to the insurance Carrier in a fiduciary capacity. Premiums received but not yet remitted included in restricted cash were $1,119 thousand and$352 thousand as of March 31, 2020 and 2019, respectively.

The following is a reconciliation of our cash and restricted cash balances as presented in the condensed consolidated statement of cash flows for the three months ended March 31, 2020 and 2019 *(in thousands)*:

	March 31,	
	2020	2019
Cash and cash equivalents	$ 10,831	$ 18,417
Restricted cash	1,119	352
Cash and cash equivalents, and restricted cash	$ 11,950	$ 18,769

Recently Issued Accounting Pronouncements

Leases (ASU 2016-02): This standard establishes a new lease accounting model, which introduces the recognition of lease assets and liabilities for those leases classified as operating leases under previous GAAP. It should be applied using a modified retrospective approach, with the option to elect various practical expedients. Early adoption is permitted. The standard will become effective for the Company January 1, 2021, but the Company is not required to present the impacts of the standard until it files its Annual Report on Form 10-K for the fiscal year ended December 31, 2021. The Company is currently evaluating the impact this standard will have on the Company's consolidated financial statements. However, the Company expects the impact of this guidance on its consolidated financial statements could be significant, as its future minimum operating lease commitments totaled $21.9 million as of March 31, 2020.

Credit Losses (ASU 2016-13): Measurement of Credit Losses on Financial Instruments. Under the new guidance an entity is required to measure all credit losses on certain financial instruments, including trade receivables and various off-balance sheet credit exposures, using an expected credit loss model. This model incorporates past experience, current conditions and reasonable and supportable forecasts affecting collectability of these instruments. This standard will become effective for the Company beginning January 1, 2022. The Company is currently evaluating the timing and impact that adopting this new standard will have on the Company's consolidated financial statements.

Recently adopted accounting pronouncements

Revenue from Contracts with Customers (ASU 2014-09) ("Topic 606"): This standard supersedes the existing revenue recognition guidance and provides a new framework for recognizing revenue. The core principle of the standard is that an entity should recognize revenue for the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. Additionally, the guidance requires improved disclosure to help users of financial statements better understand the nature, amount, timing and uncertainty of revenue that is recognized. Guidance subsequent to ASU 2014-09 has been issued to clarify various provisions in the standard, including principal versus agent considerations, identifying performance obligations, licensing transactions, as well as various technical corrections and improvements. According to the superseding standard ASU 2015-14 that deferred the effective dates of the preceding, and because the Company is filing as an emerging growth company, the standard became effective for the Company January 1, 2019, but the Company was not required to present the impacts of the standard until the Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

The Company adopted this standard by recognizing the cumulative effect as an adjustment to opening accumulated deficit and non-controlling interests at January 1, 2019, under the modified retrospective method for contracts not completed as of the day of adoption. Under the modified retrospective method, the Company was not required to restate comparative financial information prior to the adoption of these standards and, therefore, such information presented prior to the filing of the Annual Report on Form 10-K for the fiscal year ended December 31, 2019 will continue to be reported under the Company's previous accounting policies.

Impact on Financial Statements

The following tables summarize the impacts of adopting the revenue recognition standard on the Company's condensed consolidated statement of income:

(in thousands)	**Legacy GAAP**	**Adjustments due to Topic 606**	**As Reported**
Consolidated Statement of Income			
Three Months Ended March 31, 2020			
Revenues:			
Commissions and agency fees	14,501	(2,690)	11,811
Franchise revenues	10,226	(1,781)	8,445
Expenses:			
Employee compensation and benefits	13,575	(72)	13,503
Bad debts	613	(304)	309
Income taxes	458	(499)	(41)
Net income	3,300	(3,596)	(296)
Earnings per share:			
Basic	0.07	(0.08)	(0.01)
Diluted	0.07	(0.08)	(0.01)

(in thousands)	Legacy GAAP	Adjustments due to Topic 606	As Reported
Consolidated Balance Sheet			
March 31, 2020			
Assets:			
Commissions and agency fees receivable, net	2,513	2,142	4,655
Receivable from franchisees, net	4,633	9,703	14,336
Deferred income taxes, net	26,581	319	26,900
Other assets	504	1,314	1,818
Liabilities:			
Accounts payable and accrued expenses	4,398	117	4,515
Unearned revenue	175	(175)	—
Contract liabilities	—	24,085	24,085
Liabilities under tax receivable agreement, net of current portion	22,997	23	23,020
Stockholders' Equity:			
Accumulated Deficit	(19,829)	(4,138)	(23,967)
Non-controlling interests	(16,320)	(5,954)	(22,274)
Total equity	(20,097)	(9,891)	(29,988)

(in thousands)	Legacy GAAP	Adjustments due to Topic 606	As Reported
Consolidated Statement of Cash Flows			
Three Months Ended March 31, 2020			
Operating Cash Flows:			
Net Income	3,300	(3,596)	(296)
Bad debt expense	613	(304)	309
Receivable from franchisees	(1,017)	208	(809)
Commissions and agency fees receivables	(630)	2,631	2,001
Other assets	(348)	(113)	(461)
Accounts payable and accrued expenses	(786)	(458)	(1,244)
Contract liabilities	—	1,290	1,290
Unearned revenue	(340)	340	—
Net cash used for operating activities	(1,475)	—	(1,475)

3. Revenue

Commissions and fees

The Company earns new and renewal commissions paid by insurance Carriers and fees paid by its clients for the binding of insurance coverage. The transactions price is set as the estimated commissions to be received over the term of the policy, net of a constraint for policy changes and cancellations. These commissions and fees are earned at a point in time upon the effective date of bound insurance coverage, as no performance obligation exists after coverage is bound. The Company also earns contingent commissions from the insurance Carriers based on the growth and the profitability of the premiums being placed with the insurance Carrier.

For Agency Fees, the Company enters into a contract with the insured, in which the Company's performance obligation is to place an insurance policy. The transaction price of the agency fee is set at the time the sale is agreed upon, and is included in the contract. Agency Fee revenue is recognized at a point in time, which is the effective date of the policy.

Contingent Commission revenue is generated from contracts between the Company and insurance Carriers, for which the Company is compensated for certain growth, profitability, and other performance-based metrics. The performance obligations for Contingent Commissions will vary by contract, but generally include the Company increasing profitable written premium with the insurance Carrier. The transaction price for Contingent Commissions is estimated based on all available information and is recognized over time as the Company completes its performance obligations, as the underlying policies are placed.

Franchise revenues

Franchise revenues include initial franchise fees and ongoing new and renewal royalty fees from franchisees.

Revenue from Initial Franchise Fees is generated from a contract between the Company and a Franchisee. The Company's performance obligation is to provide initial training, onboarding, ongoing support and use of the Company's business operations over the period of the Franchise Agreement. The transaction price is set by the Franchise Agreement and revenue is recognized over time as the Company completes its performance obligations.

Revenue from New and Renewal Royalty Fees is recorded by applying the sales- and usage-based royalties exception. Under the sales- and usage-based exception, the Company estimates the anticipated amount of the royalties to be received over the term of the policy. Revenue from Royalty Fees is recognized over time as the placement of the underlying policies occur.

Contract Costs

Additionally, the Company has evaluated ASC Topic 340 - Other Assets and Deferred Cost (“ASC 340”) which requires companies to defer certain incremental cost to obtain customer contracts, and certain costs to fulfill customer contracts.

Incremental cost to obtain - The adoption of ASC 340 resulted in the Company deferring certain costs to obtain customer contracts primarily as they relate to commission-based compensation plans in the Franchise Channel, in which the Company pays an incremental amount of compensation on new Franchise Agreements. These incremental costs are deferred and amortized over a 10-year period, which is consistent with the term of the contact.

Costs to fulfill - The Company has evaluated the need to capitalize costs to fulfill customer contracts and has determined that there are no costs that meet the definition for capitalization under ASC 340.

Disaggregation of Revenue

The following table disaggregates revenue by Segment and source *(in thousands)*:

Three Months Ended March 31, 2020	Franchise Channel	Corporate Channel	Total
Type of revenue stream:			
Commissions and agency fees			
Renewal Commissions	$ —	$ 5,733	$ 5,733
New Business Commissions	—	3,333	3,333
Agency Fees	—	1,686	1,686
Contingent Commissions	694	365	1,059
Franchise revenues			
Renewal Royalty Fees	5,386	—	5,386
New Business Royalty Fees	2,048	—	2,048
Initial Franchise Fees	978	—	978
Other Franchise Revenues	33	—	33
Interest Income	169	—	169
Total Revenues	$ 9,308	$ 11,117	$ 20,425
Timing of revenue recognition:			
Transferred at a point in time	$ —	$ 10,752	$ 10,752
Transferred over time	9,308	365	9,673
Total Revenues	$ 9,308	$ 11,117	$ 20,425

Contract Balances

The following table provides information about receivables, cost to obtain, and contract liabilities from contracts with customers *(in thousands)*:

	March 31, 2020	December 31, 2019	Increase/(decrease)
Cost to obtain franchise contracts	$ 1,077	$ 1,004	$ 73
Commissions and agency fees receivable, net	4,655	6,884	(2,229)
Receivable from franchisees	14,336	13,616	720
Contract liability[(1)]	24,085	22,795	1,290

(1) Initial Franchise Fees to be recognized over the life of the contract

Significant changes in contract liabilities are as follows *(in thousands)*:

		March 31, 2020
Contract liability at beginning of period	$	22,795
Revenue recognized during the period		(978)
New deferrals[(1)]		2,268
Contract liability at end of period	$	24,085

(1) Initial Franchise Fees where the consideration is received from the customer for services which are to be transferred to the Franchisee over the term of the Franchise Agreement

4. Franchise Fees Receivable

The balance of Franchise fees receivable included in Receivable from franchisees consisted of the following at *(in thousands)*:

		March 31 2020		December 31 2019
Franchise fees receivable	$	16,097	$	15,314
Less: Unamortized discount		(4,052)		(3,771)
Less: Allowance for uncollectible franchise fees		(69)		(52)
Net franchise fees receivable	$	11,976	$	11,491

Activity in the allowance for uncollectible franchise fees was as follows *(in thousands)*:

Balance at December 31, 2019	$	52
Charges to bad debts		80
Write offs		(63)
Balance at March 31, 2020	$	69
Balance at December 31, 2018	$	455
Charges to bad debts		160
Write offs		(121)
Balance at March 31, 2019	$	494

5. Allowance for Uncollectible Agency Fees

Activity in the allowance for uncollectible Agency Fees was as follows *(in thousands)*:

Balance at December 31, 2019	$	178
Charges to bad debts		228
Write offs		(225)
Balance at March 31, 2020	$	181
Balance at December 31, 2018	$	242
Charges to bad debts		241
Write offs		(245)
Balance at March 31, 2019	$	238

6. Property and equipment

Property and equipment consisted of the following *(in thousands)*:

	March 31, 2020	December 31, 2019
Furniture & fixtures	$ 3,395	$ 3,012
Computer equipment	1,603	1,480
Network equipment	324	268
Phone system	907	885
Leasehold improvements	9,456	9,073
Total	15,685	14,718
Less accumulated depreciation	(5,686)	(5,176)
Property and equipment, net	$ 9,999	$ 9,542

7. Debt

On March 6, 2020, the Company refinanced its $13.0 million revolving credit facility and $40.0 million term note payable to a $25.0 million revolving credit facility and $80.0 million term note payable to finance general corporate purposes. The Company has until June 30, 2020 to draw down the $37.9 million additional term loan borrowing. The Company also has the right, subject to approval by the administrative agent and each issuing bank, to increase the commitments under the credit facilities an additional $50.0 million. As part of the refinancing, $172 thousand of debt issuance costs from previous debt were immediately recognized as interest expense.

The $25.0 million revolving credit facility accrues interest on amounts drawn at an initial interest rate of LIBOR plus 2.50%, then at an interest rate determined by the Company's leverage ratio for the preceding period. At March 31, 2020, the Company had $5.0 million drawn against the revolver and had a letter of credit of $333 thousand applied against the maximum borrowing availability. Thus, amounts available to draw totaled $19.7 million. The revolving credit facility is collateralized by substantially all the Company’s assets, which includes rights to future commissions.

The term note is payable in quarterly installments of $500 thousand the first twelve months, $1.0 million the next twelve months and $2.0 million the last twelve months, with a balloon payment on March 6, 2023. The note is collateralized by substantially all of the Company’s assets, which includes rights to future commissions. Interest is calculated initially at LIBOR plus 2.50%, then at an interest rate based on the Company's leverage ratio for the preceding period. As of March 31, 2020, the Company had $42.1 million of the term note drawn, with the remaining $37.9 million required to be drawn by June 30, 2020.

The interest rate for each leverage ratio tier are as follows:

Leverage Ratio	Interest Rate
< 1.50x	LIBOR + 175 bps
> 1.50x	LIBOR + 200 bps
> 2.50x	LIBOR + 225 bps
> 3.50x	LIBOR + 250 bps

Maturities of the term note payable for the next four years are as follows (*in thousands*):

		Amount
2020	$	1,500
2021		3,500
2022		7,000
2023		30,100
Total	$	42,100

The Company's note payable agreement contains certain restrictions and covenants. Under these restrictions, the Company is limited in the amount of debt incurred and distributions payable. In addition, the credit agreement contains certain change of control provisions that, if broken, would trigger a default. Finally, the Company must maintain certain financial ratios. As of March 31, 2020, the Company was in compliance with these covenants.

Because of both instruments' variable interest rate, the note payable balance at March 31, 2020 and December 31, 2019, approximates fair value using Level 2 inputs, described below.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets.
- Level 2—Significant other observable inputs other than Level 1 prices such as quoted prices in markets that are not active, quoted prices for similar assets or other inputs that are observable, either directly or indirectly, for substantially the full term of the asset.
- Level 3—Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

8. Commitments and Contingencies

The Company leases its facilities under non-cancelable operating leases, expiring in various years through 2029. In addition to monthly lease payments, the lease agreements require the Company to reimburse the lessors for its portion of operating costs each year. Rent expense was $532 thousand and $447 thousand for the three months ended March 31, 2020 and 2019.

The following is a schedule of future minimum lease payments as of March 31, 2020 *(in thousands)*:

	Amount
2020	$ 2,113
2021	2,793
2022	2,762
2023	2,578
2024	2,394
Thereafter	9,231
Total	$ 21,871

9. Income Taxes

As a result of the Reorganization Transactions and the Offering, GSHD became the sole managing member of GF, which is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, GF is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by GF is passed through to and included in the taxable income or loss of its members, including GSHD, on a pro rata basis. GSHD is subject to U.S. federal income taxes, in addition to state and local income taxes, with respect to GSHD's allocable share of income of GF.

Income tax expense

Provision for/(benefit from) income taxes for the three months ended March 31, 2020 was $(41) thousand compared to $744 thousand for the three months ended March 31, 2019. The effective tax rate was 12% for the three months ended March 31, 2020 and 9% for the three months ended March 31, 2019. These effective tax rates are calculated using extended values from our condensed consolidated statements of income, and are therefore more precise tax rates than can be calculated from rounded values. The increase in the effective tax rate for the period ended March 31, 2020 compared to the period ended March 31, 2019 was primarily due to an increase in the percentage of income attributable to Goosehead Insurance, Inc.

Deferred taxes

Deferred tax assets at March 31, 2020 were $26.9 million compared to $15.5 million at December 31, 2019. The primary contributing factor to the increase in deferred tax assets is additional redemptions of LLC Units of GF for shares of Class A common stock of GSHD during the three months ended March 31, 2020.

Tax Receivable Agreement

GF intends to make an election under Section 754 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder (the “Code”) effective for each taxable year in which a redemption or exchange of LLC Units and corresponding Class B common stock for shares of Class A common stock occurs. Future taxable redemptions or exchanges are expected to result in tax basis adjustments to the assets of GF that will be allocated to the Company and thus produce favorable tax attributes. These tax attributes would not be available to GSHD in the absence of those transactions. The anticipated tax basis adjustments are expected to reduce the amount of tax that GSHD would otherwise be required to pay in the future.

GSHD entered into a tax receivable agreement with the Pre-IPO LLC Members on May 1, 2018 that provides for the payment by GSHD to the Pre-IPO LLC Members of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that GSHD actually realizes as a result of (i) any increase in tax basis in GSHD's assets and (ii) tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement.

During the three months ended March 31, 2020, an aggregate of 791 thousand LLC Units were redeemed by the Pre-IPO LLC Members for newly issued shares of Class A common stock. In connection with these redemptions, GSHD received 791 thousand LLC Units, which resulted in an increase in the tax basis of its investment in GF subject to the provisions of the tax receivable agreement. The Company recognized a liability for the TRA Payments due to the Pre-IPO LLC Members, representing 85% of the aggregate tax benefits the Company expects to realize from the tax basis increases related to the redemptions of LLC Units, after concluding it was probable that such TRA Payments would be paid based on its estimates of future taxable income. As of March 31, 2020, the total amount of TRA Payments due to the Pre-IPO LLC Members under the tax receivable agreement was $23.0 million, of which $681 thousand was current and included in Accounts payables and accrued expenses on the Consolidated Balance Sheet.

Uncertain tax positions

GSHD has determined there are no material uncertain tax positions as of March 31, 2020.

10. Stockholders' Equity

Class A Common Stock

GSHD has a total of 16,032 thousand shares of its Class A common stock outstanding at March 31, 2020. Each share of Class A common stock holds economic rights and entitles its holder to one vote per share on all matters submitted to a vote of the stockholders of GSHD.

Class B Common Stock

GSHD has a total of 20,264 thousand shares of its Class B common stock outstanding at March 31, 2020. Each share of Class B common stock has no economic rights but entitles its holder to one vote per share on all matters submitted to a vote of the stockholders of GSHD.

Holders of Class A common stock and Class B common stock vote together as a single class on all matters presented to GSHD's shareholders for their vote or approval, except as otherwise required by applicable law, by agreement, or by GSHD's certificate of incorporation.

Earnings Per Share

The following table sets forth the calculation of basic earnings per share ("EPS") based on net income attributable to GSHD for the three months ended March 31, 2020 and 2019, divided by the basic weighted average number of Class A common stock as of March 31, 2020 and March 31, 2019 *(in thousands, except per share amounts)*. Diluted earnings per share of Class A common stock is computed by dividing net income attributable to GSHD by the weighted average number of shares of Class A common stock outstanding adjusted to give effect to potentially dilutive securities *(in thousands, except per share amounts)*. The Company has not included the effects of conversion of Class B shares to Class A shares in the diluted EPS calculation using the "if-converted" method, because doing so has no impact on diluted EPS.

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Numerator:		
Income (loss) before taxes	$ (337)	$ 8,062
Less: income (loss) before taxes attributable to non-controlling interests	(140)	4,909
Income (loss) before taxes attributable to GSHD	(197)	3,153
Less: income tax expense (benefit) attributable to GSHD	(41)	681
Net income (loss) attributable to GSHD	$ (156)	$ 2,472
Denominator:		
Weighted average shares of Class A common stock outstanding - basic	15,564	14,211
Effect of dilutive securities:		
Stock options[(1)]	—	1,078
Weighted average shares of Class A common stock outstanding - diluted	15,564	15,289
Earnings (loss) per share of Class A common stock - basic	$ (0.01)	$ 0.17
Earnings (loss) per share of Class A common stock - diluted	$ (0.01)	$ 0.16

(1) 1,840 stock options were excluded from the computation of diluted earnings per share of Class A common stock for the three months ended March 31, 2020 because the effect would have been anti-dilutive, as we recorded a net loss for the three months ended March 31, 2020

11. Non-controlling interest

Following the Offering, GSHD became the sole managing member of GF and, as a result, it consolidates the financial results of GF. GSHD reports a non-controlling interest representing the economic interest in GF held by the other members of GF.

On a quarterly basis, GF makes distributions to the LLC Unit holders on a pro rata basis to facilitate the LLC Unit holder's quarterly tax payments. For the three months ended March 31, 2020, GF made distributions of $1.7 million, of which $1.0 million where made to Pre-IPO LLC Members. The remaining $0.7 million were made to GSHD and were eliminated in consolidation. For the three months ended March 31, 2019, GF made distributions of $0.4 million, of which $0.2 million were made to Pre-IPO LLC Members.The remaining $0.2 million were made to GSHD and were eliminated in consolidation.

Under the amended and restated Goosehead Financial, LLC Agreement, the Pre-IPO LLC Members have the right, from and after the completion of the Offering (subject to the terms of the amended and restated Goosehead Financial, LLC Agreement), to require GSHD to redeem all or a portion of their LLC Units for, at GSHD's election, newly-issued shares of Class A common stock on a one-for-one basis or a cash payment equal to the volume weighted average market price of one share of GSHD's Class A common stock for each LLC Unit redeemed (subject to customary adjustments, including for stock splits, stock dividends and reclassifications) in accordance with the terms of the amended and restated Goosehead Financial, LLC Agreement. Additionally, in the event of a redemption request by a Pre-IPO LLC Member, GSHD may, at its option, effect a direct exchange of cash or Class A common stock for LLC Units in lieu of such a redemption. Shares of Class B common stock will be cancelled on a one-for-one basis if GSHD, at the election of a Pre-IPO LLC Member, redeems or exchanges LLC Units of such Pre-IPO LLC Member pursuant to the terms of the amended and restated Goosehead Financial, LLC Agreement. Except for transfers to GSHD pursuant to the amended and restated Goosehead Financial, LLC Agreement or to certain permitted transferees, the Pre-IPO LLC Members are not permitted to sell, transfer or otherwise dispose of any LLC Units or shares of Class B common stock.

During the three months ended March 31, 2020, an aggregate of 791 thousand LLC Units were redeemed by the non-controlling interest holders. Pursuant to the GF LLC Agreement, GSHD issued 791 thousand shares of Class A common stock in connection with these redemptions and received 791 thousand LLC Interests, increasing GSHD's ownership interest in GF. Simultaneously, and in connection with these redemptions, 791 thousand shares of Class B common stock were surrendered and cancelled.

The following table summarizes the ownership interest in GF as of March 31, 2020 *(in thousands)*:

	March 31, 2020	
	LLC Units	**Ownership %**
Number of LLC Units held by GSHD	16,032	44.2%
Number of LLC Units held by non-controlling interest holders	20,264	55.8%
Number of LLC Units outstanding	36,296	100.0%

The weighted average ownership percentages for the applicable reporting periods are used to attribute net income to GSHD and the non-controlling interest holders. The non-controlling interest holders' weighted average ownership percentage for the three months ended March 31, 2020 was 57.1%.

The following table summarizes the effects of changes in ownership in GF on the equity of GSHD for the three months ended March 31, 2020 and 2019 as follows *(in thousands)*:

	Three Months Ended March 31, 2020	
	2020	**2019**
Net Income (loss) attributable to Goosehead Insurance Inc.	$ (156)	$ 2,472
Transfers (to) from non-controlling interests:		
Decrease in additional paid-in capital as a result of the redemption of LLC interests	(869)	(679)
Increase in additional paid-in capital as a result of activity under employee stock purchase plan	116	—
Total effect of changes in ownership interest on equity attributable to Goosehead Insurance Inc.	**$ (909)**	**$ 1,793**

12. Equity-Based Compensation

Stock option expense was $498 thousand and $368 thousand for the three months ended March 31, 2020 and 2019, respectively.

13. Dividends

On March 7, 2019, GF approved a $15.0 million extraordinary dividend to all holders of LLC Units, including GSHD. The board of directors of the Company then declared an extraordinary dividend of $0.41 (rounded) to all holders of Class A common stock of GSHD with a record date of March 18, 2019, paid on or before April 1, 2019. A summary of the total amounts declared by GF is as follows *(in thousands)*:

	LLC Units held as of March 18, 2019	**Dividends declared**
Class A common stockholders	14,421	$ 5,962
Class B common stockholders via LLC Units held	21,864	9,038
Total	36,285	$ 15,000

Any future extraordinary dividends will be declared at the sole discretion of GF's managing members with respect to GF and the Company's board of directors with respect to GSHD. In determining whether a future extraordinary dividend will be declared by the Company, the board of directors may, at its sole discretion, consider the following: the Company's financial condition and operating results, the Company's available cash and current and anticipated cash needs, the Company's capital requirements, any contractual, legal, tax and regulatory restrictions, general economic and business conditions, and such other factors or conditions as the board of directors deems relevant.

14. Segment Information

The Company has two reportable Segments: Corporate Channel and Franchise Channel. The Corporate Channel consists of company-owned and financed operations with employees who are hired, trained, and managed by Goosehead. The Franchise Channel network consists of Franchisee operations that are owned and managed by individual business owners. These business owners have a contractual relationship with Goosehead to use the Company's processes, systems, and back-office support team to sell insurance and manage their business. In exchange, Goosehead is entitled to an Initial Franchise Fee and ongoing royalty fees. Allocations of contingent commissions and certain operating expenses are based on reasonable assumptions and estimates primarily using revenue, headcount and other information. The Company’s chief operating decision maker uses net income before interest, income taxes, depreciation and amortization, adjusted to exclude equity-based compensation and other non-operating items, including, among other things, certain non-cash charges and certain non-recurring or non-operating gains or losses (“Adjusted EBITDA”) as a performance measure to manage resources and make decisions about the business. Summarized financial information concerning the Company's reportable Segments is shown in the following tables (in thousands). There are no intersegment sales, only interest income and interest expense related to an intersegment line of credit, all of which eliminate in consolidation. The "Other" column includes any income and expenses not allocated to reportable Segments and corporate-related items, including equity-based compensation, certain legal expenses and interest related to the note payable.

	Franchise Channel	Corporate Channel	Other	Total
Three months ended March 31, 2020:				
Revenues:				
Commissions and agency fees				
Renewal Commissions	$ —	$ 5,733	$ —	$ 5,733
Agency Fees	—	1,686	—	1,686
New Business Commissions	—	3,333	—	3,333
Contingent Commissions	694	365	—	1,059
Total Commissions and Agency Fees	694	11,117	—	11,811
Franchise revenue				
Renewal Royalty Fees	5,386	—	—	5,386
New Business Royalty Fees	2,048	—	—	2,048
Initial Franchise Fees	978	—	—	978
Other Income	33	—	—	33
Total Franchise Revenues	8,445	—	—	8,445
Interest income				
Interest Income	169	—	—	169
Total Interest Income	169	—	—	169
Total	9,308	11,117	—	20,425
Operating expenses:				
Employee compensation and benefits, excluding equity based compensation	5,896	7,109	—	13,005
General and administrative expenses	2,225	2,709	938	5,872
Bad debts	81	228	—	309
Total	8,202	10,046	938	19,186
Adjusted EBITDA	1,106	1,071	(938)	1,239
Other income (expense)	66	—	—	66
Equity based compensation	—	—	(498)	(498)
Interest expense	—	—	(604)	(604)
Depreciation and amortization	(313)	(227)	—	(540)
Income tax benefit	—	—	41	41
Net income	$ 859	$ 844	$ (1,999)	$ (296)
March 31, 2020:				
Total Assets	$ 23,527	$ 16,006	$ 36,355	$ 75,888

	Franchise Channel	Corporate Channel	Other	Total
Three months ended March 31, 2019:				
Revenues:				
Commissions and agency fees				
Renewal Commissions	$ —	$ 4,789	$ —	$ 4,789
Agency Fees	—	1,437	—	1,437
New Business Commissions	—	2,459	—	2,459
Contingent Commissions	4,215	3,270	—	7,485
Total Commissions and Agency Fees	4,215	11,955	—	16,170
Franchise revenue				
Renewal Royalty Fees	3,763	—	—	3,763
New Business Royalty Fees	1,355	—	—	1,355
Initial Franchise Fees	1,710	—	—	1,710
Other Income	—	—	—	—
Total Franchise Revenues	6,828	—	—	6,828
Interest income				
Interest Income	135	—	—	135
Total Interest Income	135	—	—	135
Total	11,178	11,955	—	23,133
Operating expenses:				
Employee compensation and benefits, excluding equity based compensation	3,755	5,068	—	8,823
General and administrative expenses	1,632	1,902	896	4,430
Bad debts	160	241	—	401
Total	5,547	7,211	896	13,654
Adjusted EBITDA	5,631	4,744	(896)	9,479
Equity based compensation	—	—	(368)	(368)
Interest expense	—	—	(626)	(626)
Depreciation and amortization	(184)	(239)	—	(423)
Taxes	—	—	(744)	(744)
Net income	$ 5,447	$ 4,505	$ (2,634)	$ 7,318
March 31, 2019:				
Total Assets	$ 16,054	$ 7,083	$ 25,265	$ 48,402

15. Litigation

From time to time, GSHD may be involved in various legal proceedings, lawsuits and claims incidental to the conduct of the Company's business. The amount of any loss from the ultimate outcomes is not probable or reasonably estimable. It is the opinion of management that the resolution of outstanding claims will not have a material adverse effect on the financial position or results of operations of the Company.

16. Subsequent events

Credit agreement

On April 13, 2020, the Company executed Amendment No. 1 to the credit agreement dated March 6, 2020. The amendment allowed the Company to delay drawing down the full amount of the $80.0 million term note until June 30, 2020 and extended the deadline to pay a special dividend until December 31, 2020.

Stock option grant

On April 1, 2020, the Company granted an additional 900,000 stock options to its Managing Directors at an exercise price equal to $40.88 per share. The grant date fair value of $16.31 per option was determined using the Black-Scholes valuation model using the following assumptions:

Expected volatility	40 %
Expected dividend yield	— %
Expected term (in years)	6.5
Risk-free interest rate	0.47 %

The Company expects to recognize total compensation expense of $917 thousand per quarter related to such option grants over the four-year requisite service period of the award recipient, beginning in the second quarter of 2020.

Item 2: Management's discussion and analysis of financial condition and results of operations

OVERVIEW

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and the related notes and other financial information included elsewhere in this Form 10-Q. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under "Risk factors" and elsewhere in this report and in the Annual Report on Form 10-K.

We are a rapidly growing personal lines independent insurance agency, reinventing the traditional approach to distributing personal lines products and services throughout the United States. We were founded with one vision in mind—to provide consumers with superior insurance coverage at the best available price and in a timely manner. By leveraging our differentiated business model and innovative technology platform, we are able to deliver to consumers a superior insurance experience. Our management team continues to own approximately 60% of the company, representing our commitment to the long-term success of the Company.

Financial Highlights for the First Quarter of 2020:

- Total revenue decreased 12% from the first quarter of 2019 to $20.4 million; on a comparable ASC 605 accounting basis, revenue increased $1.8 million or 8%
- Core Revenue* increased by 32% from first quarter of 2019 to $18.2 million; on a comparable ASC 605 accounting basis, Core Revenue increased $5.6 million or 41%
- Total Written Premiums placed increased 46% from the prior-year period to $214 million
- Net income decreased by $7.6 million from the first quarter of 2019 to a net loss of $0.3 million; on a comparable ASC 605 accounting basis, net income decreased by $4.0 million
- Adjusted EBITDA*, a non-GAAP measure, decreased 87% from the first quarter of 2019 to $1.2 million, or 6% of total revenues. On a comparable ASC 605 accounting basis, Adjusted EBITDA decreased by $4.1 million.
- Franchise Channel Adjusted EBITDA decreased 80% from the first quarter of 2019 to $1.1 million, or 12% of Franchise Channel revenues. On a comparable ASC 605 accounting basis, Franchise Channel Adjusted EBITDA decreased by $1.8 million or 33%.
- Corporate Channel Adjusted EBITDA decreased 77% from the first quarter of 2019 to $1.1 million, or 10% of Corporate Channel revenues. On a comparable ASC 605 accounting basis, Corporate Channel Adjusted EBITDA decreased by $2.3 million or 48%.
- Basic and diluted loss per share was $(0.01) and Adjusted EPS*, a non-GAAP measure, was $0.00 for the three months ended March 31, 2020
- Policies in Force increased 45% from March 31, 2019 to 530,000 at March 31, 2020
- Corporate sales headcount increased 31% from March 31, 2019 to 241 at March 31, 2020
    - As of March 31, 2020, 130 of these Corporate sales agents had less than one year of tenure and 111 had greater than one year of tenure
- Total franchises increased 45% compared to the prior year period to 1,012; total operating franchises increased 36% from March 31, 2019 to 679 at March 31, 2020
    - In Texas as of March 31, 2020, 22 operating Franchisees had less than one year of tenure and 181 operating Franchisees had greater than one year of tenure.
    - Outside of Texas as of March 31, 2020, 233 operating Franchisees had less than one year of tenure and 243 had greater than one year of tenure.

*Core Revenue, Adjusted EBITDA and Adjusted EPS are non-GAAP measures. Reconciliation of Core Revenue to total revenue, Adjusted EBITDA to net income and Adjusted EPS to EPS, the most directly comparable financial measures presented in accordance with GAAP, are set forth under "Key performance indicators".

Novel coronavirus ("COVID-19")

An outbreak of a novel strain of the coronavirus, COVID-19, was identified in China and has subsequently been recognized as a pandemic by the World Health Organization. This COVID-19 outbreak has severely restricted the level of economic activity around the world. In response to this outbreak, the governments of many countries, states, cities and other geographic regions, including in the United States, have taken preventative or protective actions, such as imposing restrictions on travel and business operations and advising or requiring individuals to limit or forego their time outside of their homes. In the United States, temporary closures of businesses have been ordered and numerous other businesses have temporarily closed voluntarily.

During the first quarter, the Company reduced workforce density at all corporate offices by requiring employees to work from home. Additionally, the Company indefinitely suspended all corporate travel, field support visits, in-person marketing efforts and in-person team meetings. Leveraging the Company's cloud based technology, video conferencing technology and importantly the Company's mortgage activity database to continue marketing efforts allowed operations to be largely uninterrupted.

We have taken steps to strengthen our liquidity, including amending our credit agreement on March 6, 2020 to increase the term loan available borrowing to $80.0 million and to increase the amount available under our revolving credit facility to $25.0 million. See "Liquidity and capital resources".

Given the uncertainty regarding the spread and severity of COVID-19 and the adverse effects on the national and global economy, the related financial impact on our business cannot be accurately predicted at this time. We continue to monitor the rapidly evolving situation and guidance from the authorities, including federal, state and local public health officials and as a result may take additional actions. While we intend to continue to execute on our strategic plans and operational initiatives during the outbreak, in these circumstances, there may be developments outside our control requiring us to adjust our operating plan. See Part II, Item 1A. "Risk Factors—The global outbreak of the coronavirus disease (COVID-19) may negatively impact the global economy in a significant manner for an extended period of time, and could also materially adversely affect our business and operating results."

Certain income statement line items

Revenues

Effective with the filing of the Annual Report on Form 10-K, the Company adopted new accounting guidance, ASU 2014-09 - *Revenue from Contracts with Customers* ("Topic 606"), related to revenue from contracts with customers. The Company adopted Topic 606 using the modified retrospective method, which applies the new guidance prospectively, beginning as of 2019, the year of adoption. Accordingly, the adoption of Topic 606 using the modified retrospective method does not impact prior years' financial statements.

For the three months ended March 31, 2020, revenue decreased by 12% to $20.4 million from $23.1 million for the three months ended March 31, 2019. For the three months ended March 31, 2020 if results were reported under ASC 605, total revenue would have grown 8% to $24.9 million. Total Written Premium growth, which is the best leading indicator of future revenue growth, was 46% to $214.1 million from $146.9 million for the three months ended March 31, 2019. Total Written Premiums drive our current and future Core Revenue and gives us potential opportunities to earn Ancillary Revenue in the form of Contingent Commissions.

Our various revenue streams do not equally contribute to the long-term value of Goosehead. For instance, Renewal Revenue and Renewal Royalty Fees are more predictable and have higher margin profiles, thus are higher quality revenue streams for the Company. Alternatively, Contingent Commissions, while high margin, are unpredictable and dependent on insurance company underwriting and forces of nature and thus are lower quality revenue for the Company. Our revenue streams can be viewed in three distinct categories: Core Revenue, Cost Recovery Revenue, and Ancillary Revenue, which are non-GAAP measures. A reconciliation of Core Revenue, Cost Recovery Revenue, and Ancillary Revenue to total revenue, the most directly comparable financial measures presented in accordance with GAAP, are set forth under "Key performance indicators".

Core Revenue:

- Renewal Commissions - highly predictable, higher-margin revenue stream, which is managed by our service team.

- Renewal Royalty Fees - highly predictable, higher-margin revenue stream, which is managed by our service team. For policies in their first renewal term, we see an increase in our share of royalties from 20% to 50% on the commission paid by the Carriers.
- New Business Commissions - predictable based on agent headcount and consistent ramp-up of agents, but lower margin than Renewal Commissions because of higher commissions paid to agents and higher back-office costs associated with policies in their first term. This revenue stream has predictably converted into higher-margin Renewal Commissions historically, and we expect this to continue moving forward.
- New Business Royalty Fees - predictable based on franchise count and consistent ramp-up of franchises, but lower margin than Renewal Royalty Fees because the Company only receives a royalty fee of 20% on the commissions paid by the Carrier in the first term of every policy and higher back-office costs associated with policies in their first term. This revenue stream has predictably converted into higher-margin Renewal Royalty Fees historically, and we expect this to continue moving forward.
- Agency Fees - although predictable based on agent count, Agency Fees do not renew like New Business Commissions and Renewal Commissions.

Cost Recovery Revenue:

- Initial Franchise Fees - one-time Cost Recovery Revenue stream per franchise unit that covers the Company's costs to recruit, train, onboard, and support the franchise for the first year. These fees are fully earned and non-refundable when a franchise attends our initial training.
- Interest Income - like Initial Franchise Fees, interest income is a Cost Recovery Revenue stream that reimburses the Company for those franchises on a payment plan.

Ancillary Revenue:

- Contingent Commissions - although high margin, Contingent Commissions are unpredictable and susceptible to weather events and Carrier underwriting results. Management does not rely on Contingent Commissions for operating cash flow or budget planning.
- Other Income - book transfer fees, marketing investments from Carriers and other items that are unpredictable and supplemental to other revenue streams.

We discuss below the breakdown of our revenue by stream:

	Three Months Ended March 31,					
(in thousands)	**2020 (ASC 606)**		**2020 (ASC 605)**		**2019 (ASC 605)**	
Core Revenue:						
Renewal Commissions[1]	$5,733	28 %	$6,144	25 %	$4,789	21 %
Renewal Royalty Fees[2]	5,386	26 %	5,754	23 %	3,763	16 %
New Business Commissions[1]	3,333	16 %	3,401	14 %	2,459	11 %
New Business Royalty Fees[2]	2,048	10 %	2,128	9 %	1,355	6 %
Agency Fees[1]	1,686	8 %	1,995	8 %	1,437	6 %
Total Core Revenue	18,186	89 %	19,422	78 %	13,803	60 %
Cost Recovery Revenue:						
Initial Franchise Fees[2]	978	5 %	2,310	9 %	1,710	7 %
Interest Income	169	1 %	169	1 %	135	1 %
Total Cost Recovery Revenue	1,147	6 %	2,479	10 %	1,845	8 %
Ancillary Revenue:						
Contingent Commissions[1]	1,059	5 %	2,961	12 %	7,485	32 %
Other Income[2]	33	— %	34	— %	—	— %
Total Ancillary Revenue	1,092	5 %	2,995	12 %	7,485	32 %
Total Revenues	**$20,425**	**100 %**	**$24,896**	**100 %**	**$23,133**	**100 %**

(1) Renewal Commissions, New Business Commissions, Agency Fees, and Contingent Commissions are included in "Commissions and agency fees" as shown on the Consolidated statements of income.

(2) Renewal Royalty Fees, New Business Royalty Fees, Initial Franchise Fees, and Other Income are included in "Franchise revenues" as shown on the Consolidated statements of income.

Effects of Topic 606

The below illustrates the impact of Topic 606 on the Company's income statement line items for the three months ended March 31, 2020

	Three Months Ended March 31, 2020		
(in thousands)	ASC 605	Impact of Adoption	ASC 606
Core Revenue:			
Renewal Commissions(1)	6,144	(411)	$ 5,733
Renewal Royalty Fees(2)	5,754	(368)	5,386
New Business Commissions(1)	3,401	(68)	3,333
New Business Royalty Fees(2)	2,128	(80)	2,048
Agency Fees(1)	1,995	(309)	1,686
Total Core Revenue	19,422	(1,236)	18,186
Cost Recovery Revenue:			
Initial Franchise Fees(2)	2,310	(1,332)	978
Interest Income	169	—	169
Total Cost Recovery Revenue	2,479	(1,332)	1,147
Ancillary Revenue:			
Contingent Commissions(1)	2,961	(1,902)	1,059
Other Income(2)	34	(1)	33
Total Ancillary Revenue	2,995	(1,903)	1,092
Total Revenues	24,896	(4,471)	20,425
Operating Expenses:			
Employee compensation and benefits, excluding equity-based compensation	13,077	(72)	13,005
General and administrative expenses	5,872	—	5,872
Bad debts	613	(304)	309
Total	19,562	(376)	19,186
Adjusted EBITDA	5,334	(4,095)	1,239
Adjusted EBITDA Margin	*21 %*	*(15) %*	*6 %*
Other income (expense)	66	—	66
Equity-based compensation	(498)	—	(498)
Interest expense	(604)	—	(604)
Depreciation and amortization	(540)	—	(540)
Tax expense	(458)	499	41
Net Income	3,300	(3,596)	(296)
Less: net income attributable to non-controlling interests	2,198	(2,338)	(140)
Net Income attributable to Goosehead Insurance Inc.	$ 1,102	$ (1,258)	$ (156)
Earnings (loss) per share:			
Basic	$ 0.07	n/a	$ (0.01)
Diluted	$ 0.07	n/a	$ (0.01)

(1) Renewal Commissions, New Business Commissions, Agency Fees, and Contingent Commissions are included in "Commissions and agency fees" as shown on the Consolidated statements of income.

(2) Renewal Royalty Fees, New Business Royalty Fees, Initial Franchise Fees, and Other Income are included in "Franchise revenues" as shown on the Consolidated statements of income.

Consolidated results of operations

The following is a discussion of our consolidated results of operations for each of the three months ended March 31, 2020 and March 31, 2019. This information is derived from our accompanying consolidated financial statements prepared in accordance with GAAP.

The following table summarizes our results of operations for the three months ended March 31, 2020 and 2019 *(in thousands)*:

	Three Months Ended March 31,					
	2020 (ASC 606)		2020 (ASC 605)		2019 (ASC 605)	
Revenues:						
Commissions and agency fees	$ 11,811	58 %	$ 14,501	58 %	$ 16,170	70 %
Franchise revenues	8,445	41 %	10,226	41 %	6,828	30 %
Interest income	169	1 %	169	1 %	135	1 %
Total revenues	20,425	100 %	24,896	100 %	23,133	100 %
Operating Expenses:						
Employee compensation and benefits	13,503	67 %	13,575	66 %	9,191	64 %
General and administrative expenses	5,872	29 %	5,872	29 %	4,430	31 %
Bad debts	309	2 %	613	3 %	401	3 %
Depreciation and amortization	540	3 %	540	3 %	423	3 %
Total operating expenses	20,224	100 %	20,600	100 %	14,445	100 %
Income from operations	201		4,296		8,688	
Other Income (Expense):						
Other income	66		66		—	
Interest expense	(604)		(604)		(626)	
Income (loss) before taxes	(337)		3,758		8,062	
Tax expense (benefit)	(41)		458		744	
Net income (loss)	(296)		3,300		7,318	
Less: net income (loss) attributable to non-controlling interests	(140)		2,198		4,846	
Net income (loss) attributable to Goosehead Insurance Inc.	$ (156)		$ 1,102		$ 2,472	

Revenues

For the three months ended March 31, 2020, revenue decreased by 12% to $20.4 million from $23.1 million for the three months ended March 31, 2019. On a comparable ASC 605 accounting basis, revenue increased $1.8 million or 8%.

Commissions and agency fees

Commissions and agency fees consist of new business commissions, renewal commissions, agency fees, and contingent commissions.

The following table sets forth our commissions and agency fees by amount and as a percentage of our revenues for the periods indicated (*in thousands*):

	Three Months Ended March 31,					
	2020 (ASC 606)		2020 (ASC 605)		2019 (ASC 605)	
Core Revenue:						
Renewal Commissions	5,733	49 %	6,144	43 %	4,789	30 %
New Business Commissions	3,333	28 %	3,401	23 %	2,459	15 %
Agency Fees	1,686	14 %	1,995	14 %	1,437	9 %
Total Core Revenue:	10,752	91 %	11,540	80 %	8,685	54 %
Ancillary Revenue:						
Contingent Commissions	1,059	9 %	2,961	20 %	7,485	46 %
Commissions and agency fees	**$ 11,811**	**100 %**	**$ 14,501**	**100 %**	**$ 16,170**	100 %

Renewal Commissions increased by $0.9 million or 20%, to $5.7 million for the three months ended March 31, 2020 from $4.8 million for the three months ended March 31, 2019. This increase is primarily attributable to an increase in the number of policies in the renewal term from March 31, 2019 to March 31, 2020, offset by a $410 thousand decrease related to adoption of ASC 606.

New Business Commissions increased by $0.9 million, or 36%, to $3.3 million for the three months ended March 31, 2020 from $2.5 million for the three months ended March 31, 2019. Revenue from Agency Fees increased by $249 thousand, or 17%, to $1.7 million for the three months ended March 31, 2020 from $1.4 million for the three months ended March 31, 2019. These increases were primarily attributable to an increase in total sales agent head count to 241 at March 31, 2020, from 184 at March 31, 2019, a 31% increase, offset by a $377 thousand decrease related to adoption of ASC 606.

Revenue from Contingent Commissions decreased by $6.4 million, or 86%, to $1.1 million for the three months ended March 31, 2020 from $7.5 million for the three months ended March 31, 2019. The primary reason for this decrease is the change in accounting principle from the three months ended March 31, 2019 to the three months ended March 31, 2020. If the three months ended March 31, 2020 were reported under ASC 605, revenue from Contingent Commissions would have decreased $4.5 million or 60% due to higher loss ratios with our Carriers during 2019.

Franchise revenues

Franchise Revenues consist of Royalty Fees, Initial Franchise Fees, and Other Franchise Revenues.

The following table sets forth our franchise revenues by amount and as a percentage of our revenues for the periods indicated (*in thousands*):

	Three Months Ended March 31,					
	2020 (ASC 606)		2020 (ASC 605)		2019 (ASC 605)	
Core Revenues:						
Renewal Royalty Fees	5,386	64 %	5,754	56 %	3,763	55 %
New Business Royalty Fees	2,048	24 %	2,128	21 %	1,355	20 %
Total Core Revenues:	7,434	88 %	7,882	77 %	5,118	75 %
Cost Recovery Revenues:						
Initial Franchise Fees	978	12 %	2,310	23 %	1,710	25 %
Ancillary Revenues:						
Other Franchise Revenues	33	— %	34	— %	—	— %
Franchise revenues	$ 8,445	100 %	$ 10,226	100 %	$ 6,828	100 %

Revenue from Renewal Royalty Fees increased by $1.6 million, or 43%, to $5.4 million, for the three months ended March 31, 2020 from $3.8 million for the three months ended March 31, 2019. The increase in revenue from Renewal Royalty Fees was primarily attributable to an increase in the number of policies in the renewal term, and the higher Royalty Fee rate on renewal business compared to new business (50% vs. 20%, respectively), offset by a $367 thousand decrease related to adoption of ASC 606.

Revenue from New Business Royalty Fees increased by $0.7 million, or 51%, to $2.0 million for the three months ended March 31, 2020 from $1.4 million for the three months ended March 31, 2019. The increase in revenue from New Business Royalty Fees was primarily attributable to an increase in the total number of operating franchises from March 31, 2019 to 2020, offset by a $81 thousand decrease related to adoption of ASC 606.

Revenues from Initial Franchise Fees decreased by $0.7 million or 43% to $978 thousand for the three months ended March 31, 2020 from $1.7 million during the three months ended March 31, 2019. The primary reason for this decrease is the change in account principle from the three months ended March 31, 2019 to the three months ended March 31, 2020. If the three months ended March 31, 2020 were reported under ASC 605, revenue from Initial Franchise Fees would have increased $600 thousand or 35%.

Interest income

Interest income increased by $34 thousand, or 25%, to $169 thousand for the three months ended March 31, 2020 from $135 thousand for the three months ended March 31, 2019. This increase was primarily attributable to additional Franchise Agreements signed under the payment plan option.

Expenses

Employee compensation and benefits

Employee compensation and benefits expenses increased by $4.3 million, or 47%, to $13.5 million for the three months ended March 31, 2020 from $9.2 million for the three months ended March 31, 2019. The increase is caused by a 35% increase in total headcount from 2019 to 2020 and due to increases in employee development costs related to the timing of our annual internal meeting.

General and administrative expenses

General and administrative expenses increased by $1.4 million, or 33%, to $5.9 million for the three months ended March 31, 2020 from $4.4 million for the three months ended March 31, 2019. This increase was primarily attributable to higher costs associated with an increase in operating franchises and employees, and investments made in technology.

Bad debts

Bad debts decreased by $92 thousand for the three months ended March 31, 2020 to $309 thousand from $401 thousand for the three months ended March 31, 2019, driven by the adoption of ASC 606, partially offset by an increase in write offs associated to hire revenues from Agency Fees.

Depreciation and amortization

Depreciation and amortization increased by $117 thousand, or 28%, to $540 thousand for the three months ended March 31, 2020 from $423 thousand for the three months ended March 31, 2019. This increase was primarily attributable to the increase in fixed assets during the same period, including expansion of existing corporate offices and hardware for additional employees hired.

Interest expense

Interest expenses increased by $22 thousand, or 3%, to $604 thousand for the three months ended March 31, 2020 from $626 thousand for the three months ended March 31, 2019. This increase was primarily attributable to the Company refinancing the existing term loan, resulting in acceleration of previously capitalized interest, and was partially offset by at lower average amount outstanding.

Segment Adjusted EBITDA

Corporate Channel Adjusted EBITDA is Segment earnings before interest, income taxes, depreciation and amortization allocable to the Corporate Channel.

Corporate Channel Adjusted EBITDA decreased by $3.7 million, or 77%, to $1.1 million for the three months ended March 31, 2020 from $4.7 million for the three months ended March 31, 2019. The primary reason for this decrease is the change in account principle from the three months ended March 31, 2019 to the three months ended March 31, 2020. If the three months ended March 31, 2020 were reported under ASC 605, Corporate Channel Adjusted EBITDA would have decreased $2.3 million or 48%, driven by the decrease in Contingent Commissions received.

Franchise Channel Adjusted EBITDA is Segment earnings before interest, income taxes, depreciation and amortization, adjusted to exclude other non-operating items.

Franchise Channel Adjusted EBITDA decreased by $4.5 million, or 80%, to $1.1 million for the three months ended March 31, 2020 from $5.6 million for the three months ended March 31, 2019.The primary reason for this decrease is the change in account principle from the three months ended March 31, 2019 to the three months ended March 31, 2020. If the three months ended March 31, 2020 were reported under ASC 605, Franchise Channel Adjusted EBITDA would have decreased $1.8 million or 33%, driven by the decrease in Contingent Commissions received.

Neither of Franchise Channel Adjusted EBITDA or Corporate Channel Adjusted EBITDA includes equity-based compensation, which is recorded at the consolidated level and excluded from the EBITDA calculation.

Key performance indicators

Our key operating metrics are discussed below:

Total Written Premium

Total Written Premium represents for any reported period, the total amount of current (non-cancelled) gross premium that is placed with Goosehead's portfolio of Carriers. Total Written Premium placed is an appropriate measure of operating performance because it reflects growth of our business relative to other insurance agencies.

For the three months ended March 31, 2020, the Company placed $214 million in Total Written Premium, representing growth of 46%, compared to $147 million for the three months ended March 31, 2019. The following tables shows Total Written Premium placed by channel for the three months ended and 2020 and 2019 *(in thousands)*.

	Three Months Ended March 31,		% Change
	2020	2019	
Corporate Channel Total Written Premium	$ 66,125	$ 50,675	30 %
Franchise Channel Total Written Premium	148,012	96,199	54 %
Total Written Premium	$ 214,137	$ 146,874	46 %

Policies in Force

Policies in Force means as of any reported date, the total count of current (non-cancelled) policies placed with Goosehead's portfolio of Carriers. We believe that Policies in Force is an appropriate measure of operating performance because it reflects growth of our business relative to other insurance agencies.

As of March 31, 2020, we had 530,000 in Policies in Force compared to 482,000 as of December 31, 2019 and 365,000 as of March 31, 2019, representing a 10% and 45% increase, respectively.

NPS

Net Promoter Score (NPS) is calculated based on a single question: "How likely are you to refer Goosehead Insurance to a friend, family member or colleague?" Clients that respond with a 6 or below are Detractors, a
score of 7 or 8 are called Passives, and a 9 or 10 are Promoters. NPS is calculated by subtracting the percentage of Detractors from the percentage of Promoters. For example, if 50% of respondents were Promoters and 10% were Detractors, NPS is a 40. NPS is a useful gauge of the loyalty of client relationships and can be compared across companies and industries.

NPS has remained steady at 89 as of March 31, 2020 due to the service team's continued focus on delivering highly differentiated service levels.

Client retention

Client Retention is calculated by comparing the number of all clients that had at least one policy in force twelve months prior to the date of measurement and still have at least one policy in force at the date of measurement. We believe Client Retention is useful as a measure of how well Goosehead retains clients year-over-year and minimizes defections.

Client Retention has remained steady at 88% at March 31, 2020 from December 31, 2019, again driven by the service team's continued focus on delivering highly differentiated service levels. For the trailing twelve months ended March 31, 2020, we retained 90% of the premiums we distributed in the trailing twelve months ended March 31, 2019, which decreased modestly from the 91% premium retention at December 31, 2019. Our premium retention rate is higher than our Client Retention rate as a result of both premiums increasing year over year and additional coverages sold by our sales and service teams.

New Business Revenue

New Business Revenue is commissions received from the Carrier, Agency Fees received from clients, and New Business Royalty Fees relating to policies in their first term.

For the three months ended March 31, 2020, New Business Revenue grew 35% to $7.1 million, from $5.3 million for the three months ended March 31, 2019. Growth in New Business Revenue is driven by an increase in Corporate Channel sales agent headcount of 31% and growth in operating franchises in the Franchise Channel of 36%, offset by $458 thousand related to the adoption of ASC 606.

Renewal Revenue

Renewal Revenue is commissions received from the Carrier and Renewal Royalty Fees received after the first term of a policy.

For the three months ended March 31, 2020, Renewal Revenue grew 30% to $11.1 million, from $8.6 million for the three months ended March 31, 2019. Growth in Renewal Revenue was driven by Client Retention of 88% at March 31, 2020. As our agent force matures on both the Corporate Channel and the Franchise Channel, the policies they wrote in prior years begins to convert from New Business Revenue to more profitable Renewal Revenue, offset by $778 thousand related to the adoption of ASC 606.

Non-GAAP Measures

Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted EPS are not measures of financial performance under GAAP and should not be considered substitutes for net income or earnings per share, which we consider to be the most directly comparable GAAP measures. We refer to these measures as "non-GAAP financial measures." We consider these non-GAAP financial measures to be useful metrics for management and investors to facilitate operating performance comparisons from period to period by excluding potential differences caused by variations in capital structures, tax position, depreciation, amortization and certain other items that we believe are not representative of our core business. Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted EPS have limitations as analytical tools, and when assessing our operating performance, you should not consider Adjusted EBITDA, Adjusted EBITDA Margin, or Adjusted EPS in isolation or as substitutes for net income, earnings per share or other consolidated income statement data prepared in accordance with GAAP. Other companies may calculate Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted EPS differently than we do, limiting their usefulness as comparative measures.

Core Revenue

Core Revenue is a supplemental measure of our performance and includes Renewal Commissions, Renewal Royalty Fees, New Business Commissions, New Business Royalty Fees, and Agency Fees. We believe that Core Revenue is an appropriate measure of operating performance because it summarizes all of our revenues from sales of individual insurance policies.

Core Revenue increased by $4.4 million, or 32%, to $18.2 million for the three months ended March 31, 2020 from $13.8 million for the three months ended March 31, 2019. The primary driver of the increase is increases in operating franchises, corporate agent sales headcount, and number of policies in the renewal term from March 31, 2019 to March 31, 2020. If the three months ended March 31, 2020 were reported under ASC 605, Core Revenue would have increased 41% to $19.4 million.

Cost Recovery Revenue

Cost Recovery Revenue is a supplemental measure of our performance and includes Initial Franchise Fees and Interest Income. We believe that Cost Recovery Revenue is an appropriate measure of operating performance because it summarizes revenues that are viewed by management as cost recovery mechanisms.

Cost Recovery Revenue decreased by $0.7 million, or 38%, to $1.1 million for the three months ended March 31, 2020 from $1.8 million for the three months ended March 31, 2019. The primary driver of the decrease is the adoption of ASC 606. If the three months ended March 31, 2020 were reported under ASC 605, Cost Recovery Revenue would have increased 34% to $2.5 million.

Ancillary Revenue

Ancillary Revenue is a supplemental measure of our performance and includes Contingent Commissions and Other Income. We believe that Ancillary Revenue is an appropriate measure of operating performance because it summarizes revenues that are ancillary to our core business.

Ancillary Revenue decreased by $6.4 million, or 85%, to $1.1 million for the three months ended March 31, 2020 from $7.5 million for the three months ended March 31, 2019. The primary driver of the decrease is the adoption of ASC 606. If the three months ended March 31, 2020 were reported under ASC 605, Ancillary Revenue would have decreased 60% to $3.0 million.

Adjusted EBITDA

Adjusted EBITDA is a supplemental measure of our performance. We believe that Adjusted EBITDA is an appropriate measure of operating performance because it eliminates the impact of items that do not relate to business performance. Adjusted EBITDA is defined as net income (the most directly comparable GAAP measure) before interest, income taxes, depreciation and amortization, adjusted to exclude equity-based compensation and other non-operating items, including, among other things, certain non-cash charges and certain non-recurring or non-operating gains or losses.

Adjusted EBITDA decreased by $8.2 million, or 87%, to $1.2 million for the three months ended March 31, 2020 from $9.5 million for the three months ended March 31, 2019. The primary driver of the decrease is the adoption of ASC 606. If the three months ended March 31, 2020 were reported under ASC 605, Adjusted EBITDA would have decreased by $4.1 million, driven by increased employee compensation and benefits and general and administrative expenses from additional hiring, as well as lower Contingent Commissions received in the three months ended March 31, 2020.

Adjusted EBITDA Margin

Adjusted EBITDA Margin is Adjusted EBITDA as defined above, divided by total revenue excluding other non-operating items. Adjusted EBITDA Margin is helpful in measuring profitability of operations on a consolidated level.

For the three months ended March 31, 2020, Adjusted EBITDA Margin was 6% compared to 41% for the three months ended March 31, 2019. The primary driver of the decrease is the adoption of ASC 606. If the three months ended March 31, 2020 were reported under ASC 605, Adjusted EBITDA would have been 21%.

Adjusted EPS

Adjusted EPS is a supplemental measure of our performance, defined as earnings per share (the most directly comparable GAAP measure) before non-recurring or non-operating income and expenses. Adjusted EPS is a useful measure to management because it eliminates the impact of items that do not relate to business performance.

GAAP to Non-GAAP Reconciliations

	Three Months Ended March 31,		
	2020 (ASC 606)	**2020 (ASC 605)**	**2019 (ASC 605)**
Total Revenues	$ 20,425	$ 24,896	$ 23,133
Core Revenue:			
Renewal Commissions[1]	$ 5,733	$ 6,144	$ 4,789
Renewal Royalty Fees[2]	5,386	5,754	3,763
New Business Commissions[1]	3,333	3,401	2,459
New Business Royalty Fees[2]	2,048	2,128	1,355
Agency Fees[1]	1,686	1,995	1,437
Total Core Revenue	18,186	19,422	13,803
Cost Recovery Revenue:			
Initial Franchise Fees[2]	978	2,310	1,710
Interest Income	169	169	135
Total Cost Recovery Revenue	1,147	2,479	1,845
Ancillary Revenue:			
Contingent Commissions[1]	1,059	2,961	7,485
Other Income[2]	33	34	—
Total Ancillary Revenue	1,092	2,995	7,485
Total Revenues	**$ 20,425**	**$ 24,896**	**$ 23,133**

(1) Renewal Commissions, New Business Commissions, Agency Fees, and Contingent Commissions are included in "Commissions and agency fees" as shown on the Consolidated statements of income.

(2) Renewal Royalty Fees, New Business Royalty Fees, Initial Franchise Fees, and Other Income are included in "Franchise revenues" as shown on the Consolidated statements of income.

The following tables show a reconciliation from net income to Adjusted EBITDA and Adjusted EBITDA margin for the three months ended March 31, 2020 and 2019 *(in thousands)*:

	Three Months Ended March 31,		
	2020 (ASC 606)	**2020 (ASC 605)**	**2019 (ASC 605)**
Net income (loss)	$ (296)	$ 3,300	$ 7,318
Interest expense	604	604	626
Depreciation and amortization	540	540	423
Tax expense	(41)	458	744
Equity-based compensation	498	498	368
Other (income) expense	(66)	(66)	—
Adjusted EBITDA	$ 1,239	$ 5,334	$ 9,479
Adjusted EBITDA Margin[1]	6 %	21 %	41 %

(1) Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by Total Revenue ($1,239/$20,425), ($5,334/$24,896) and ($9,479/$23,133) for the three months ended March 31, 2020 (ASC 606 and 605, respectively) and 2019.

The following tables show a reconciliation from basic earnings per share to Adjusted EPS (non-GAAP basis) for the three months ended March 31, 2020 (in thousands, except per share amounts). Note that totals may not sum due to rounding:

	Three Months Ended March 31, 2020		
	2020 (ASC 606)	2020 (ASC 605)	2019 (ASC 605)
Earnings per share - basic (GAAP)	$ (0.01)	$ 0.07	$ 0.17
Add: equity-based compensation(1)	0.01	0.01	0.01
Adjusted EPS (non-GAAP)	$ —	$ 0.08	$ 0.18

(1) Calculated as equity-based compensation divided by sum of Class A and Class B shares [$498 thousand / (15.6 million + 20.7 million)] for the three months ended March 31, 2020 and [$368 thousand / (14.7 million + 21.5 million)] for the three months ended March 31, 2019.

Liquidity and capital resources

Historical liquidity and capital resources

We have managed our historical liquidity and capital requirements primarily through the receipt of revenues from our Corporate Channel and our Franchise Channel. Our primary cash flow activities involve: (1) generating cash flow from Corporate Channel operations, which largely includes New Business Revenue (Corporate) and Renewal Revenue (Corporate); (2) generating cash flow from Franchise Channel operations, which largely includes Initial Franchise Fees and Royalty Fees; and (3) borrowings, interest payments and repayments under our credit agreement. As of March 31, 2020, our cash and cash equivalents balance was $10.8 million. We have used cash flow from operations primarily to pay compensation and related expenses, general, administrative and other expenses, debt service and distributions to our owners.

Credit agreement

On March 6, 2020, the Company refinanced its $13.0 million revolving credit facility and $40.0 million term note payable to a $25.0 million revolving credit facility and $80.0 million term note payable to finance general corporate purposes. The Company has until June 30, 2020 to draw down the $37.9 million additional term loan borrowing. The Company also has the right, subject to approval by the administrative agent and each issuing bank, to increase the commitments under the credit facilities an additional $50.0 million.

The $25.0 million revolving credit facility accrues interest on amounts drawn at an initial interest rate of LIBOR plus 2.50%, then at an interest rate determined by the Company's leverage ratio for the preceding period. At March 31, 2020, the Company had $5.0 million drawn against the revolver and had a letter of credit of $333 thousand applied against the maximum borrowing availability. Thus, amounts available to draw totaled $19.7 million. The revolving credit facility is collateralized by substantially all the Company’s assets, which includes rights to future commissions.

The term note is payable in quarterly installments of $500 thousand the first twelve months, $1.0 million the next twelve months and $2.0 million the last twelve months, with a balloon payment on March 6, 2023. The note is collateralized by substantially all of the Company’s assets, which includes rights to future commissions. Interest is calculated initially at LIBOR plus 2.50%, then at an interest rate based on the Company's leverage ratio for the preceding period. As of March 31, 2020, the Company had $42.1 million of the term note drawn, with the remaining $37.9 million required to be drawn by June 30, 2020.

The interest rate for each leverage ratio tier are as follows:

Leverage Ratio	Interest Rate
< 1.50x	LIBOR + 175 bps
> 1.50x	LIBOR + 200 bps
> 2.50x	LIBOR + 225 bps
> 3.50x	LIBOR + 250 bps

Maturities of the term note payable for the next four years are as follows (*in thousands*):

		Amount
2020	$	1,500
2021		3,500
2022		7,000
2023		30,100
Total	$	42,100

Loan origination fees of $717 thousand at March 31, 2020 are reflected as a reduction to the note balance and will be amortized through interest expense over three years (the term of the note payable). The amortization of these loan origination fees is included in interest expense.

The credit agreement contains covenants that, among other things, restrict our ability to make certain restricted payments (including a covenant that restricts Goosehead Financial, LLC's ability to make dividends or other distributions to Goosehead Insurance, Inc.), incur additional debt, engage in certain asset sales, mergers, acquisitions or similar transactions, create liens on assets, engage in certain transactions with affiliates, change our business or make investments. We may voluntarily prepay in whole or in part the outstanding principal under our term note payable at any time prior to the maturity date. In addition, the credit agreement contains financial covenants requiring us to maintain our fixed charge coverage ratio at or above 1.20 to 1.00 and total debt to EBITDA (as defined in the credit agreement) ratio at or below 4.50 to 1.0 (with a step down to 4.00 to 1.00 with respect to any fiscal quarter ending on or after December 31, 2020). Pursuant to the credit agreement, a change of control default will be triggered when (x) any person or group other than Mark Jones and Robyn Jones or their controlled investment affiliates becomes the beneficial owner, directly or indirectly, of more than 50% of the aggregate ordinary voting power represented by our outstanding equity interests, unless Mark Jones and Robyn Jones or their controlled investment affiliates have the ability to elect or designate for election at least a majority of our board of directors or (y) Goosehead Insurance, Inc. ceases to directly own at least 35% of Goosehead Financial, LLC or Goosehead Insurance, Inc. ceases to be the managing member of Goosehead Financial, LLC. Such a default could result in the acceleration of repayment of our and our subsidiaries' indebtedness, including borrowings under the revolving credit facility if not waived by the lenders under the credit agreement. The failure by Mark Jones and Robyn Jones to maintain either a minimum voting interest in us or the ability to elect or designate for election at least a majority of our board of directors could trigger a change of control default under our credit agreement.

As of March 31, 2020, the Company was in compliance with these covenants.

Comparative cash flows

The following table summarizes our cash flows from operating, investing and financing activities for the periods indicated *(in thousands):*

	Three Months Ended March 31,		
	2020	**2019**	**Change**
Net cash provided by (used for) operating activities	(1,475)	$ 1,802	$ (3,277)
Net cash used for investing activities	(1,018)	(1,299)	281
Net cash (used for) financing activities	(817)	(745)	(72)
Net increase (decrease) in cash and cash equivalents	(3,310)	(242)	(3,068)
Cash and cash equivalents, and restricted cash, beginning of period	15,260	19,011	(3,751)
Cash and cash equivalents, and restricted cash, end of period	$ 11,950	$ 18,769	$ (6,819)

Operating activities

Net cash used for operating activities was $1.5 million for the three months ended March 31, 2020 as compared to net cash provided by operating activities of $1.8 million for the three months ended March 31, 2019. This decrease in net cash provided by operating activities was attributable to a decrease in net income of $7.6 million, and an increase in cash used for prepaid expenses of $3.6 million, which was offset by $2.6 million increase in cash provided by commissions and agency fees receivable.

Business investment activities

Net cash used for business investment activities was $1.0 million for the three months ended March 31, 2020 as the Company continued expansion of corporate offices to support increased hiring, compared to net cash used in business investment activities of $1.3 million for the three months ended March 31, 2019.

Financing activities

Net cash used for financing activities was $0.8 million for the three months ended March 31, 2020 as compared to net cash provided by financing activities of $0.7 million for the three months ended March 31, 2019. This increase in net cash used for financing activities was attributable to an increase in tax distributions to Pre-IPO LLC members $0.8 million.This increase in net cash used for financing activities is further attributable to $0.5 million of capitalized loan origination fees, offset by $1.1 million of net proceeds from the refinancing of the Company's term note and revolving credit facility.

Future sources and uses of liquidity

Our sources of liquidity are (1) cash on hand, (2) net working capital, (3) cash flows from operations and (4) our revolving credit facility. Based on our current expectations, we believe that these sources of liquidity will be sufficient to fund our working capital requirements and to meet our commitments in the foreseeable future.

We expect that our primary liquidity needs will comprise cash to (1) provide capital to facilitate the organic growth of our business, (2) pay operating expenses, including cash compensation to our employees, (3) make payments under the tax receivable agreement, (4) pay interest and principal due on borrowings under our Credit Agreement and (5) pay income taxes.

Dividend policy

On March 7, 2019, GF approved a $15.0 million extraordinary dividend to all holders of LLC Units, including GSHD. The board of directors of the Company then declared an extraordinary dividend of $0.41 (rounded) to all holders of Class A common stock of GSHD with a record date of March 18, 2019, to be paid on or before April 1, 2019. See "Note 11. Dividends" in the condensed consolidated financial statements included herein.

There have been no material changes to our dividend policy as described in the Annual Report on Form 10-K.

Tax receivable agreement

We entered into a tax receivable agreement with the Pre-IPO LLC Members on May 1, 2018 that provides for the payment by us to the Pre-IPO LLC Members of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize as a result of (i) any increase in tax basis in Goosehead Insurance, Inc.'s assets and (ii) tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement. See "Item 13. Certain relationships and related transactions, and director independence" of the Annual Report on Form 10-K.

Holders of Goosehead Financial, LLC Units (other than Goosehead Insurance, Inc.) may, subject to certain conditions and transfer restrictions described above, redeem or exchange their LLC Units for shares of Class A common stock of Goosehead Insurance, Inc. on a one-for-one basis. Goosehead Financial, LLC intends to make an election under Section 754 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder (the "Code") effective for each taxable year in which a redemption or exchange of LLC Units for shares of Class A common stock occurs, which is expected to result in increases to the tax basis of the assets of Goosehead Financial, LLC at the time of a redemption or exchange of LLC Units. The redemptions or exchanges are expected to result in increases in the tax basis of the tangible and intangible assets of Goosehead Financial, LLC. These increases in tax basis may reduce the amount of tax that Goosehead Insurance, Inc. would otherwise be required to pay in the future. We have entered into a tax receivable agreement with the Pre-IPO LLC Members that provides for the payment by us to the Pre-IPO LLC Members of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize as a result of (i) any increase in tax basis in Goosehead Insurance, Inc.'s assets resulting from (a) the purchase of LLC Units from any of the Pre-IPO LLC Members using the net proceeds from any future offering, (b) redemptions or exchanges by the Pre-IPO LLC Members of LLC Units for shares of our Class A common stock or (c) payments under the tax receivable agreement and (ii) tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement. This payment obligation is an obligation of Goosehead Insurance, Inc. and not of Goosehead Financial, LLC. For purposes of the tax receivable agreement, the cash tax savings in income tax will be computed by comparing the actual income tax liability of Goosehead Insurance, Inc. (calculated with certain assumptions) to the amount of such taxes that Goosehead Insurance, Inc. would have been required to pay had there been no increase to the tax basis of the assets of Goosehead Financial, LLC as a result of the redemptions or exchanges and had Goosehead Insurance, Inc. not entered into the tax receivable agreement. Estimating the amount of payments that may be made under the tax receivable agreement is by its nature imprecise, insofar as the calculation of amounts payable depends on a variety of factors. While the actual increase in tax basis, as well as the amount and timing of any payments under the tax receivable agreement, will vary depending upon a number of factors, including the timing of redemptions or exchanges, the price of shares of our Class A common stock at the time of the redemption or exchange, the extent to which such redemptions or exchanges are taxable and the amount and timing of our income. See "Item 13. Certain relationships and related transactions, and director independence" of the Annual Report on Form 10-K. We anticipate that we will account for the effects of these increases in tax basis and associated payments under the tax receivable agreement arising from future redemptions or exchanges as follows:

- we will record an increase in deferred tax assets for the estimated income tax effects of the increases in tax basis based on enacted federal and state tax rates at the date of the redemption or exchange;
- to the extent we estimate that we will not realize the full benefit represented by the deferred tax asset, based on an analysis that will consider, among other things, our expectation of future earnings, we will reduce the deferred tax asset with a valuation allowance; and
- we will record 85% of the estimated realizable tax benefit (which is the recorded deferred tax asset less any recorded valuation allowance) as an increase to the liability due under the tax receivable agreement and the remaining 15% of the estimated realizable tax benefit as an increase to additional paid-in capital.

All of the effects of changes in any of our estimates after the date of the redemption or exchange will be included in net income. Similarly, the effect of subsequent changes in the enacted tax rates will be included in net income.

Contractual obligations, commitments and contingencies

The following table represents our contractual obligations as of March 31, 2020, aggregated by type *(in thousands)*.

(in thousands)	Contractual obligations, commitments and contingencies				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases[1]	$ 21,872	$ 2,831	$ 5,504	$ 4,907	$ 8,630
Debt obligations payable[2]	47,100	2,000	45,100	—	—
Interest expense[3]	2,804	2,804	—	—	—
Liabilities under the tax receivable agreement[4]	23,019	681	3,005	3,070	16,263
Total	$ 94,795	$ 8,316	$ 53,609	$ 7,977	$ 24,893

(1) The Company leases its facilities under non-cancelable operating leases. In addition to monthly lease payments, the lease agreements require the Company to reimburse the lessors for its portion of operating costs each year. Rent expense was $532 thousand and $447 thousand for the three months ended March 31, 2020 and 2019.
(2) The Company refinanced its credit facilities on March 6, 2020 in the form of a $80.0 million term loan, of which $42.1 million was drawn, and $25.0 million revolving credit facility, of which $5.0 million was drawn as of March 31, 2020. The Company has until June 30, 2020 to draw down the $37.9 million additional term loan borrowing.
(3) Interest expense includes interest payments on our outstanding debt obligations under our credit agreement. Our debt obligations have variable interest rates. We have calculated future interest obligations based on the interest rate for our debt obligations as of March 31, 2020.
(4) See "Item 2. Management's discussion and analysis of financial condition and results of operation - Tax receivable agreement."

Off-balance sheet arrangements

We do not invest in any off-balance sheet vehicles that provide liquidity, capital resources, market or credit risk support, or engage in any activities that expose us to any liability that is not reflected in our consolidated financial statements except for those described under “Contractual obligations, commitments and contingencies” above.

Critical accounting policies

Our discussion and analysis of our consolidated financial condition and results of operations is based upon the accompanying condensed consolidated financial statements and notes thereto, which have been prepared in accordance with GAAP. The preparation of the condensed consolidated financial statements requires us to make estimates, judgments and assumptions, which we believe to be reasonable, based on the information available. These estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. Variances in the estimates or assumptions used to actual experience could yield materially different accounting results. On an ongoing basis, we evaluate the continued appropriateness of our accounting policies and resulting estimates to make adjustments we consider appropriate under the facts and circumstances. There have been no significant changes to our critical accounting policies as disclosed in the Annual Report on Form 10-K.

Recent accounting pronouncements

See "Note 2: Summary of Significant Accounting Policies—Recently Issued Accounting Pronouncements” under Part I, Item 1 of this Form 10-Q.

Emerging growth company

Pursuant to the JOBS Act, an emerging growth company is provided the option to adopt new or revised accounting standards that may be issued by FASB or the SEC either (i) within the same periods as those otherwise applicable to non-emerging growth companies or (ii) within the same time periods as private companies. We intend to take advantage of the exemption for complying with new or revised accounting standards within the same time periods as private companies. Accordingly, the information contained herein may be different than the information you receive from other public companies.

We also intend take advantage of some of the reduced regulatory and reporting requirements of emerging growth companies pursuant to the JOBS Act so long as we qualify as an emerging growth company, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-

Oxley Act, reduced disclosure obligations regarding executive compensation, and exemptions from the requirements of holding non-binding advisory votes on executive compensation and golden parachute payments.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to our exposure to market risks as described in "Item 7A. Quantitative and qualitative disclosure of market risks" in the Annual Report on Form 10-K.

Item 4. Controls and Procedures

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of March 31, 2020. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes to our internal control over financial reporting that occurred during the quarter ended March 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We have not experienced any material impact to our internal controls over financial reporting despite the fact that most of our employees are working remotely due to the COVID-19 pandemic. We are continually monitoring and assessing the COVID-19 situation as it relates to our internal controls to minimize the impact on their design and operating effectiveness.

PART II

Item 1. Legal matters

The information required by this Item is incorporated by reference to "Part I, Item I, Note 13. Litigation" in the condensed consolidated financial statements included herein.

Item 1A. Risk factors

For a discussion of our potential risks and uncertainties, see the information set forth under Part I, Item 1A “Risk Factors” in the Annual Report on Form 10-K.

The global outbreak of the coronavirus disease ("COVID-19") has negatively impacted the global economy in a significant manner and may continue to do so for an extended period of time, and could also materially adversely affect our business and operating results

In December 2019, a novel strain of coronavirus was reported to have surfaced in Wuhan, China, which has and is continuing to spread throughout the world. On January 30, 2020, the WHO declared the outbreak of COVID-19 a ‘‘Public Health Emergency of International Concern.’’ On March 11, 2020 the WHO characterized the outbreak as a ‘‘pandemic’’. This outbreak of COVID-19 has resulted in a widespread health crisis that has and may continue to adversely affect the economies and financial markets worldwide.

The COVID-19 pandemic could materially adversely impact our business, results of operations and financial results, depending on numerous evolving factors that we may not be able to accurately predict, including: the duration and severity of the pandemic; business and individuals’ actions that have been and continue to be taken in response to the pandemic; and the impact of COVID-19 on economic activity and governmental actions taken in response. As the COVID-19 outbreak and any associated protective or preventative measures continue to spread in the United States, we may experience disruptions to our business, including but not limited to: (a) our clients choosing to limit purchases of insurance due to declining business conditions, which would inhibit our ability to generate commission revenue and other revenue based on premiums placed; (b) decrease in home closing transactions which would imply a decrease in the purchase of new home insurance policies; (c) our clients defaulting on mortgages, which would affect the client’s ability to pay their home insurance premiums and affect the renewal of policies; (d) travel restrictions and quarantines leading to a lack of in-person meetings, which could hinder our ability to manage our sales successfully and to establish relationships or originate new business; (e) alternative working arrangements, including employees and Franchisees working and being trained remotely, which could negatively impact our business should such arrangements remain for an extended period of time.

The extent of the impact of the COVID-19 pandemic on our operational and financial performance, will depend on future developments. To the extent that the COVID-19 pandemic adversely impacts our business, results of operations, liquidity or financial condition, it may also have the effect of increasing many of the other risks and uncertainties enumerated in the Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit 31.1	Certifications of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, we have duly caused this report to be signed on our behalf by the undersigned thereunto duly authorized.

GOOSEHEAD INSURANCE, INC.

Date: May 4, 2020	By:	/s/ Mark E. Jones
		Mark E. Jones
		Chairman and Chief Executive Officer
		(Principal Executive Officer)
Date: May 4, 2020	By:	/s/ Mark S. Colby
		Mark S. Colby
		Chief Financial Officer
		(Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, Mark E. Jones, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Goosehead Insurance, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15(e) and 15d- 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 4, 2020

/s/ Mark E. Jones
Mark E. Jones
Chief Executive Officer

Exhibit 31.2

Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, Mark S. Colby, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Goosehead Insurance, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2020

/s/ Mark S. Colby
Mark S. Colby
Chief Financial Officer

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The certification set forth below is being submitted in connection with Goosehead Insurance, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Mark E. Jones, the Chief Executive Officer and Mark S. Colby, the Chief Financial Officer of Goosehead Insurance, Inc., each certifies that, to the best of his knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Goosehead Insurance, Inc.

Date: May 4, 2020

/s/ Mark E. Jones
Mark E. Jones
Chief Executive Officer

Date: May 4, 2020

/s/ Mark S. Colby
Mark S. Colby
Chief Financial Officer