

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0362 |
| Estimated average burden hours per response: | 1.0 |

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

| | | |
|--|--|---|
| <p>1. Name and Address of Reporting Person*</p> <p><u>Jones Mark E. Jr.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O GOOSEHEAD INSURANCE, INC.</u></p> <p><u>1500 SOLANA BLVD., BLDG 4, STE 4500</u></p> <hr/> <p>(Street)</p> <p><u>WESTLAKE TX 76262</u></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Goosehead Insurance, Inc. [GSHD]</u></p> <hr/> <p>3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)</p> <p><u>12/31/2020</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> | <p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</p> <p><u>Member of 10% owner group</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p> |
|--|--|---|

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Class B Common Stock | 12/14/2020 | | G ⁽¹⁾ | 82,005 | D | \$0 | 385,553 | D | |
| Class B Common Stock | 12/14/2020 | | G ⁽¹⁾ | 82,005 | A | \$0 | 82,005 | I | Jones 2020 Irrevocable Trust |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|--|--|---|--|------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| LLC Units in Goosehead Financial, LLC | \$0.0 | 12/14/2020 | | G | | 82,005 | (2) | (2) | Class A Common Stock | 82,005 | \$0 | 385,553 | D | |
| LLC Units in Goosehead Financial, LLC | \$0.0 | 12/14/2020 | | G | 82,005 | | (2) | (2) | Class A Common Stock | 82,005 | \$0 | 82,005 | I | Jones 2020 Irrevocable Trust |

Explanation of Responses:

1. This transaction involved a gift of securities by the reporting person to the Jones 2020 Irrevocable Trust of which the reporting person's spouse serves as a co-trustee.
2. Each LLC Unit, together with a share of Class B Common Stock, may be converted by the holder into one share of Class A Common Stock at any time. The LLC units do not expire.

Remarks:

/s/ P. Ryan Langston, as
Attorney-in-Fact for Mark E. Jones, Jr. 02/12/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.