| SEC Form 4 | ł |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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

| 1. Name and Address of Reporting Person [*] <u>McConnon Thomas</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Goosehead Insurance, Inc.</u> [GSHD] | | ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner | | |
|--|-----------|----------|--|-------------------|---|-----------------------|--|
| (Last) (First) (Middle) | | | | | | | |
| | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/27/2023 | 1 | Officer (give title below) | Other (specify below) | |
| 1500 SOLANA | BOULEVARD | | | | | | |
| SUITE 4500 | | | | <u> </u> | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | ividual or Joint/Group Filing (Check Applicable | | |
| (Street) | | | | X | Form filed by One Rep | porting Person | |
| WESTLAKE | ТХ | 76262 | | | Form filed by More that Person | an One Reporting | |
| (City) | (State) | (Zip) | | | | | |

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) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|--------|---------------|--------------------------|---|--|--|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| Class A Common Stock | 02/27/2023 | | Р | | 84,410 | A | \$44.5795 ⁽¹⁾ | 441,093 | Ι | By Wildcat Public Equity Partners, LLC ⁽²⁾ |
| Class A Common Stock | 02/28/2023 | | Р | | 69,127 | A | \$46.3809 ⁽¹⁾ | 510,220 | I | By Wildcat Public Equity Partners, LLC ⁽²⁾ |

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

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|---|--|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|--|--|
| 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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

The price reported in Column 4 is a weighted average price as these shares were sold in multiple transactions. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
 Shares are held by Wildcat Public Equity Partners, LLC. Mr. McConnon disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares.

Remarks:

/s/ P. Ryan Langston as

** Signature of Reporting Person

Attorney-in-Fact for Thomas 03/01/2023 McConnon

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.