

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Colby Michael C.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Goosehead Insurance, Inc. [GSHD]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> President and COO			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person			
<u>C/O GOOSEHEAD INSURANCE, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			<input type="checkbox"/> Form filed by More than One Reporting Person			
<u>1500 SOLANA BLVD., BUILDING 4, STE 4500</u>									
<u>WESTLAKE TX 76262</u>									
(Street)	(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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/01/2018		A		92,631 ⁽¹⁾	A	\$0	92,631	D	
Class A Common Stock	05/01/2018		A		238,402 ⁽²⁾	A	\$0	238,402	I	By Colby 2014 Family Trust
Class B Common Stock	05/01/2018		A		967,085 ⁽³⁾	A	\$0.01	967,085	D	
Class B Common Stock	05/01/2018		A		771,732 ⁽⁴⁾	A	\$0.01	771,732	I	By Colby 2014 Family Trust
Class B Common Stock	05/01/2018		A		43,217 ⁽⁴⁾	A	\$0.01	43,217	I	By Preston Michael Colby 2014 Trust
Class B Common Stock	05/01/2018		A		43,217 ⁽⁴⁾	A	\$0.01	43,217	I	By Lyla Kate Colby 2014 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		967,085 ⁽³⁾		(5)	(5)	Class A Common Stock	967,085	\$0	967,085	D	
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		771,732 ⁽⁴⁾		(5)	(5)	Class A Common Stock	771,732	\$0	771,732	I	By Colby 2014 Family Trust
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		43,217 ⁽⁴⁾		(5)	(5)	Class A Common Stock	43,217	\$0	43,217	I	By Preston Michael Colby 2014 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
LLC Units in Goosehead Financial, LLC	\$0	05/01/2018		A		43,217 ⁽⁴⁾		(5)	(5)	Class A Common Stock	43,217	\$0	43,217	I	By Lyla Kate Colby 2014 Trust

Explanation of Responses:

- These securities were acquired by the reporting person in connection with the closing of the issuer's initial public offering, in exchange for notes of the issuer held by the reporting person.
- These securities were acquired by the trust in connection with the closing of the issuer's initial public offering, in exchange for notes of the issuer held by the trust.
- These securities were acquired through the conversion immediately prior to the issuer's initial public offering of historical interests held by the reporting person in Goosehead Financial, LLC ("Goosehead Financial").
- These securities were acquired through the conversion immediately prior to the issuer's initial public offering of historical interests held by the trust in Goosehead Financial.
- 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.

/s/ P. Ryan Langston, as
Attorney-in-Fact for Michael C. Colby
05/03/2018

** 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.