

| OMB APPROVAL | |
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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

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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>Mark & Robyn Jones Descendants Trust 2014</u> (Last) (First) (Middle) C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BLDG 4, STE 4500 (Street) WESTLAKE TX 76262 (City) (State) (Zip) | 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 checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of 10% owner group</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/10/2022 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 B Common Stock | 11/10/2022 | | C | | 69,535 | D | \$0 | 9,165,184 | D ⁽¹⁾ | |
| Class A Common Stock | 11/10/2022 | | C | | 69,535 | A | \$0 | 69,535 | D ⁽¹⁾ | |
| Class A Common Stock | 11/10/2022 | | S | | 50,345 | D | \$40.4 ⁽²⁾ | 19,190 | D ⁽¹⁾ | |
| Class A Common Stock | 11/10/2022 | | S | | 19,190 | D | \$41.12 ⁽³⁾ | 0 | D ⁽¹⁾ | |
| Class B Common Stock | 11/11/2022 | | C | | 91,108 | D | \$0 | 9,074,076 | D ⁽¹⁾ | |
| Class A Common Stock | 11/11/2022 | | C | | 91,108 | A | \$0 | 91,108 | D ⁽¹⁾ | |
| Class A Common Stock | 11/11/2022 | | S | | 66,215 | D | \$41.51 ⁽⁴⁾ | 24,893 | D ⁽¹⁾ | |
| Class A Common Stock | 11/11/2022 | | S | | 20,764 | D | \$42.12 ⁽⁵⁾ | 4,129 | D ⁽¹⁾ | |
| Class A Common Stock | 11/11/2022 | | S | | 4,129 | D | \$43.31 ⁽⁶⁾ | 0 | D ⁽¹⁾ | |
| Class B Common Stock | 11/14/2022 | | C | | 3,702 | D | \$0 | 9,070,374 | D | |
| Class A Common Stock | 11/14/2022 | | C | | 3,702 | A | \$0 | 3,702 | D | |
| Class A Common Stock | 11/14/2022 | | S | | 3,702 | D | \$40.14 ⁽⁷⁾ | 0 | D | |
| Class A Common Stock | | | | | | | | 196,501 | D ⁽⁸⁾ | |
| Class B Common Stock | | | | | | | | 182,349 | D ⁽⁸⁾ | |
| Class A Common Stock | | | | | | | | 331,290 | D ⁽⁹⁾ | |
| Class B Common Stock | | | | | | | | 132,349 | D ⁽⁹⁾ | |
| Class B Common Stock | | | | | | | | 1,860,355 | I | By Trust ⁽¹⁰⁾ |

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 | \$0.0 | 11/10/2022 | | C | | | 69,535 | (11) | (11) | Class A Common Stock | 69,535 | \$0 | 9,165,184 | D ⁽¹⁾ | |
| LLC Units in Goosehead Financial, LLC | \$0.0 | 11/11/2022 | | C | | | 91,108 | (11) | (11) | Class A Common Stock | 91,108 | \$0 | 9,074,076 | D | |

**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 | \$0.0 | 11/14/2022 | | C | | | 3,702 | (11) | (11) | Class A Common Stock | 3,702 | \$0 | 9,070,374 | D | |
| LLC Units in Goosehead Financial, LLC | \$0.0 | | | | | | | (11) | (11) | Class A Common Stock | 182,349 | | 182,349 | D ⁽⁸⁾ | |
| LLC Units in Goosehead Financial, LLC | \$0.0 | | | | | | | (11) | (11) | Class A Common Stock | 132,349 | | 132,349 | D ⁽⁹⁾ | |
| LLC Units in Goosehead Financial, LLC | \$0.0 | | | | | | | (11) | (11) | Class A Common Stock | 1,860,355 | | 1,860,355 | I | By Trust ⁽¹⁰⁾ |

1. Name and Address of Reporting Person*
[Mark & Robyn Jones Descendants Trust 2014](#)

(Last) (First) (Middle)
C/O GOOSEHEAD INSURANCE, INC.
1500 SOLANA BLVD., BLDG 4, STE 4500

(Street)
WESTLAKE TX 76262

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Jones Mark Evan](#)

(Last) (First) (Middle)
C/O GOOSEHEAD INSURANCE, INC.
1500 SOLANA BLVD., BUILDING 4, STE 4500

(Street)
WESTLAKE TX 76262

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Jones Robyn Mary Elizabeth](#)

(Last) (First) (Middle)
C/O GOOSEHEAD INSURANCE, INC.
1500 SOLANA BLVD., BUILDING 4, STE 4500

(Street)
WESTLAKE TX 76262

(City) (State) (Zip)

Explanation of Responses:

- Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held (i) directly by the Mark & Robyn Jones Descendants Trust 2014 and (ii) indirectly by Mark Evan Jones and Robyn Mary Elizabeth Jones, who serve as trustees of the Mark & Robyn Jones Descendants Trust 2014 and whose immediate family members are beneficiaries of the Mark & Robyn Jones Descendants Trust 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.99, inclusive. The reporting person trust 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.00 to \$41.25, inclusive. The reporting person trust 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.92 to \$41.91, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.92 to \$42.83, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.93 to \$43.57, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

this footnote to this Form 4.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.65, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

8. Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held directly by Mark Evan Jones, and does not reflect Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held by his spouse, Robyn Mary Elizabeth Jones, who is independently a reporting person of the issuer.

9. Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held directly by Robyn Mary Elizabeth Jones, and does not reflect Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held by her spouse, Mark Evan Jones, who is independently a reporting person of the issuer.

10. Reflects shares of Class B Common Stock or LLC Units, as applicable, held indirectly by Mark Evan Jones and Robyn Mary Elizabeth Jones, who serve as trustees of various trusts and whose immediate family members are beneficiaries of such trusts.

11. Each LLC Unit, together with a share of Class B Common Stock, may be converted by the holder into one share of Class A Common Stock at any time. The LLC Units do not expire.

Remarks:

[/s/ P. Ryan Langston, as
Attorney-in-Fact for Robyn
Mary Elizabeth Jones](#) 11/14/2022

[/s/ P. Ryan Langston, as
Attorney-in-Fact for Mark &
Robyn Jones Descendants Trust
2014](#) 11/14/2022

[/s/ P. Ryan Langston, as
Attorney-in-Fact for Mark Evan
Jones](#) 11/14/2022

** 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.