

As filed with the Securities and Exchange Commission on March 22, 2021 Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

GOOSEHEAD INSURANCE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-3886022
(I.R.S. Employer
Identification No.)

**1500 Solana Blvd
Building 4, Suite 4500
Westlake, TX 76262
(214) 838-5500**

(Address of Principal Executive Offices, Including Zip Code)

**Goosehead Insurance, Inc. Amended and Restated Omnibus Incentive Plan
Goosehead Insurance, Inc. Employee Stock Purchase Plan**

**P. Ryan Langston
Vice President and General Counsel
1500 Solana Blvd
Building 4, Suite 4500
Westlake, TX 76262
(214) 838-5500**

(Name, address and telephone number, including area code, of agent for service)

With a copy to:

**Richard D. Truesdell, Jr.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 (Do not check if a smaller reporting company)

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (3)
Class A Common Stock, par value \$0.01 per share				
- Goosehead Insurance, Inc. Amended and Restated Omnibus Incentive Plan	1,000,000	\$138.81	\$138,805,000.00	\$15,144.17
- Goosehead Insurance, Inc. Employee Stock Purchase Plan	10,000	\$138.81	\$1,388,050.00	\$151.44
Total	1,010,000	\$138.81	\$140,193,050.00	\$15,295.61

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers shares of Class A common stock, \$0.01 par value per share ("Class A Common Stock"), of Goosehead Insurance, Inc. (the "Company" or "Registrant") (i) authorized for issuance under the Goosehead Insurance, Inc. Amended and Restated Omnibus Incentive Plan (the "Omnibus Plan") and the Goosehead Insurance, Inc. Employee Stock Purchase Plan (the "ESPP"); and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional shares of Class A Common Stock that may become issuable under the Omnibus Plan or the ESPP by reason of any stock dividend, stock split or other similar transaction.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the average of the high (\$141.19) and low (\$136.42) prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on March 15, 2021.
- (3) Rounded up to the nearest penny.

EXPLANATORY NOTE

This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering an additional 1,010,000 shares of Class A Common Stock that are issuable at any time or from time to time under the Omnibus Plan or the ESPP, as applicable. Pursuant to General Instruction E, the contents of the Registration Statement on Form S-8 filed for each of the Omnibus Plan (Registration No. 333-224468) and the ESPP (Registration No. 333-224470) with the Securities and Exchange Commission (the "Commission") on April 26, 2018, including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement, except as supplemented by the information set forth below.

PART I

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8 instructions. The documents containing the information specified in Part I will be delivered to the participants in the Omnibus Plan and/or the ESPP, as applicable, as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (the "Annual Report"), filed with the Commission on February 26, 2021 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) All reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act (other than the reports, or portions thereof, deemed to have been furnished and not filed with the Commission) since the end of the fiscal year covered by the Annual Report referred to in (a) above; and
- (c) The description of the Registrant's capital stock which is contained in the Registrant's Registration Statement on Form 8-A (Registration No. 001-38466), dated April 24, 2018, including any amendments or supplements thereto.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue New York, NY 10017
March 22, 2021

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São Paulo
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Goosehead Insurance, Inc.
1500 Solana Blvd
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Westlake, TX 76262

Ladies and Gentlemen:

Goosehead Insurance, Inc., a Delaware corporation (the "**Company**"), has filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (the "**Registration Statement**") for the purpose of registering under the Securities Act of 1933, as amended (the "**Securities Act**"), (i) 1,000,000 shares of Class A common stock, par value \$0.01 per share (the "**Common Stock**") issuable pursuant to the Goosehead Insurance, Inc. Amended and Restated Omnibus Incentive Plan and (ii) 10,000 shares of Common Stock issuable pursuant to the Goosehead Insurance, Inc. Employee Stock Purchase Plan (collectively, the "**Plans**").

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Common Stock issuable pursuant to the Plans has been duly authorized and, when and to the extent issued pursuant to the Plans upon receipt by the Company of the consideration for the Common Stock specified therein, will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 26, 2021 relating to the financial statements of Goosehead Insurance Inc., and subsidiaries, and the effectiveness of Goosehead Insurance, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Goosehead Insurance, Inc. for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

Dallas, Texas

March 22, 2021