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

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

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**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)

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**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)

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*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

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee (3)</b>
Class A Common Stock, par value \$0.01 per share				
- Goosehead Insurance, Inc. Amended and Restated Omnibus Incentive Plan	1,500,000	\$39.56	\$59,340,000.00	\$7,192.01
- Goosehead Insurance, Inc. Employee Stock Purchase Plan	10,000	\$39.56	\$395,600	\$47.95
<b>Total</b>	1,510,000		\$59,735,600.00	\$7,239.96

- (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") (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 (\$40.73) and low (\$38.38) prices of the Registrant's Class A Common Stock as reported on the NASDAQ Global Select Market on June 11, 2019.
- (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 1,510,000 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, 2018 (the "Annual Report"), filed with the Commission on March 14, 2019 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 supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

##### **Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	
5	Opinion of Davis Polk & Wardwell LLP (filed herewith)
23.1	Consent of Deloitte & Touche LLP (filed herewith)
23.2	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5)
99.1	Registrant's Amended and Restated Omnibus Incentive Plan (incorporated by reference from Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 12, 2019)
99.2	Registrant's Employee Stock Purchase Plan (incorporated by reference from Exhibit 99 to the Registrant's Registration Statement on Form S-8 filed on April 26, 2018)



## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Mark E. Jones, Michael C. Colby, Mark S. Colby and P. Ryan Langston, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorneys-in-fact and agents may deem necessary or advisable in order to enable Goosehead Insurance, Inc. to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of one or more registration statements on Form S-8 under the Securities Act of 1933, as amended, including, specifically, but without limitation, power and authority to sign the name of the undersigned to any such registration statement, and any amendments to any such registration statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Mark E. Jones</u> Mark E. Jones	Chairman, Director and Chief Executive Officer (principal executive officer)	June 14, 2019
<u>/s/ Mark S. Colby</u> Mark S. Colby	Chief Financial Officer (principal financial officer and principal accounting officer)	June 14, 2019
<u>/s/ Robyn Jones</u> Robyn Jones	Vice Chairman and Director	June 14, 2019
<u>/s/ Peter Lane</u> Peter Lane	Director	June 14, 2019
<u>/s/ Mark Miller</u> Mark Miller	Director	June 14, 2019
<u>/s/ James Reid</u> James Reid	Director	June 14, 2019

## EXHIBIT INDEX

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New York  
Northern California  
Washington DC  
São Paulo  
London

Paris  
Madrid  
Tokyo  
Beijing  
Hong Kong

# Davis Polk

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

212 450 4000 tel  
212 701 5800 fax

June 14, 2019

Goosehead Insurance, Inc.  
1500 Solana Blvd  
Building 4, Suite 4500  
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) 1,500,000 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 report dated March 14, 2019, appearing in the Annual Report on Form 10-K of Goosehead Insurance, Inc. and subsidiaries for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP

Dallas, Texas  
June 14, 2019