

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Colby Michael C.</u> <hr/> (Last) (First) (Middle) C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500 <hr/> (Street) WESTLAKE TX 76262 <hr/> (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 _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>President and COO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
			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	01/03/2022		C		9,254	D	\$0	386,941	D	
Class A Common Stock	01/03/2022		C		9,254	A	\$0	32,385	D	
Class A Common Stock	01/03/2022		S		5,269	D	\$130.29 <sup>(1)</sup>	27,116	D	
Class A Common Stock	01/03/2022		S		1,629	D	\$131.52 <sup>(2)</sup>	25,487	D	
Class A Common Stock	01/03/2022		S		2,356	D	\$132.21 <sup>(3)</sup>	23,131	D	
Class B Common Stock	01/04/2022		C		218	D	\$0	386,723	D	
Class A Common Stock	01/04/2022		C		218	A	\$0	23,349	D	
Class A Common Stock	01/04/2022		S		161	D	\$130.48 <sup>(4)</sup>	23,188	D	
Class A Common Stock	01/04/2022		S		58	D	\$131.29 <sup>(5)</sup>	23,131	D	
Class B Common Stock								581,431	I	By Colby 2014 Family Trust <sup>(6)</sup>
Class A Common Stock								83,402	I	By Colby 2014 Family Trust <sup>(6)</sup>
Class B Common Stock								32,896	I	By Preston Michael Colby 2014 Trust <sup>(6)</sup>
Class B Common Stock								32,896	I	By Lyla Kate Colby 2014 Trust <sup>(6)</sup>

**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)					

**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	01/03/2022		C			9,254	(7)	(7)	Class A Common Stock	9,254	\$0	386,941	D	
LLC Units in Goosehead Financial, LLC	\$0.0	01/04/2022		C			218	(7)	(7)	Class A Common Stock	218	\$0	386,723	D	
LLC Units in Goosehead Financial, LLC	\$0.0							(8)	(8)	Class A Common Stock	581,431		581,431	I	By Colby 2014 Family Trust <sup>(6)</sup>
LLC Units in Goosehead Financial, LLC	\$0.0							(8)	(8)	Class A Common Stock	32,896		32,896	I	By Lyla Kate Colby 2014 Trust <sup>(6)</sup>
LLC Units in Goosehead Financial, LLC	\$0.0							(8)	(8)	Class A Common Stock	32,896		32,896	I	By Preston Michael Colby 2014 Trust <sup>(6)</sup>

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.00 to \$130.98, 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 \$131.00 to \$131.99, 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 \$132.00 to \$132.53, 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 \$130.08 to \$131.05, 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 \$131.25 to \$131.56, 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.
- Reflects shares of Class A Common Stock, shares of Class B Common Stock or LLC Units, as applicable, held in trust for which the reporting person serves as a trustee and of which immediate family members of the reporting person are beneficiaries.
- 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.
- 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:**

The sales reported were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on November 22, 2021, and which the Colby 2014 Family Trust sold an equal number of shares under the same trading plan.

/s/ P. Ryan Langston, as  
 Attorney-in-Fact for Michael C. 01/05/2022  
 Colby

\*\* 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.**