

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): September 9, 2022

Goosehead Insurance, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38466
(Commission
File Number)

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

1500 Solana Boulevard, Ste. 4500
Westlake, Texas 76262
(Address of Principal Executive Offices, and Zip Code)

214-838-5500
Registrant's Telephone Number, Including Area Code

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$.01 per share	GSHD	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 9, 2022, the Board of Directors of Goosehead Insurance, Inc. (the “Company”) appointed Mark E. Jones, Jr. as Chief Financial Officer of the Company, to succeed Mark Colby, who is departing from the role. Mr. Jones, Jr.’s appointment and Mr. Colby’s departure each became effective on September 12, 2022. Mr. Colby may serve as a consultant to the Company during a transition period and the terms of such engagement will be disclosed when finalized.

Mr. Jones, Jr., 30, joined Goosehead in 2016 as its Controller and was promoted to Vice President of Finance in 2020, reporting directly to the CFO. He was instrumental to Goosehead’s IPO in 2018 and has been responsible for overseeing Goosehead’s SEC reporting, financial planning and analysis, and directly managing Goosehead’s finance team. Prior to joining Goosehead, Mr. Jones worked in Ernst & Young’s Audit practice, primarily focused on financial service companies. He is a graduate of Texas A&M University with a bachelor’s degree in accounting and a master’s degree in finance and is a Certified Public Accountant.

Mr. Jones, Jr. will receive the following compensation: annual base salary of \$265,000; a bonus opportunity for 2022 of \$125,000, stock options with respect to 65,000 shares of Company stock; annual stock option grants in the future at the discretion of the compensation committee of the Board; and customary employee benefits. The foregoing description is qualified in its entirety by the full text of an offer letter to Mr. Jones, Jr., a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

There are no arrangements or understandings between Mr. Jones, Jr. and any other person pursuant to which Mr. Jones, Jr. was selected as an officer.

Mr. Jones, Jr. is the son of Mark E. Jones, the Company’s Chairman, director and Chief Executive Officer, and Robyn Jones, the Company’s Vice Chairman and director, and the brother-in-law of P. Ryan Langston, the Company’s Vice President, Chief Legal Officer and Corporate Secretary. In his capacity as Vice President of Finance of the Company, Mr. Jones, Jr. received compensation in the aggregate amount of \$465,500 since January 1, 2021. Such compensation was previously ratified by the audit committee of the Company as a related party transaction.

Item 7.01 Regulation FD Disclosure.

On September 12, 2022, the Company issued a press release announcing the appointment of Mr. Mark E. Jones, Jr. as Chief Financial Officer of the Company, as well as certain other matters. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 and Exhibit 99.1 attached hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<u>10.1</u>	<u>Offer Letter to Mark E. Jones, Jr., dated September 11, 2022</u>
<u>99.1</u>	<u>Press Release issued by Goosehead Insurance, Inc., dated September 12, 2022</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 12, 2022

GOOSEHEAD INSURANCE, INC.

By: /s/ Mark E. Jones

Mark E. Jones
Chairman and Chief Executive Officer

MEMORANDUM

To: Mark E. Jones, Jr.
From: Mark E. Jones and Peter Lane
Date: September 11, 2022
Subject: Promotion

On behalf of the Board of Directors, we are pleased to confirm the company's offer to promote you to Chief Financial Officer, effective immediately. This memo confirms the compensation-related elements of your promotion.

- Salary - \$265K annually
- Bonus – potential of up to \$125K annually
- Incremental stock option award of 65,000 stock options with an exercise price equal to the closing price of GSHD on the first day of an open trading window after your acceptance of our offer. All stock options will vest 1/3rd on the first, second and third anniversary of the award
- Annual stock option awards at the discretion of the Compensation Committee of the Board based on your performance
- Reporting to Mark Jones as CEO

Accepted:

/s/ Mark E. Jones, Jr

Mark E. Jones, Jr.

Date: 9/11/2022

GOOSEHEAD INSURANCE, INC. ANNOUNCES NEW CHIEF FINANCIAL OFFICER

WESTLAKE, TEXAS – September 12, 2022 – Goosehead Insurance, Inc. (“Goosehead” or the “Company”) (NASDAQ: GSHD), a rapidly growing independent personal lines insurance agency, announced today that Mark Jones, Jr., its Vice President of Finance, has been promoted to the executive team as Chief Financial Officer.

Mr. Jones joined Goosehead in 2016 as its Controller and was promoted to Vice President of Finance in 2020, reporting directly to the CFO. He was instrumental to Goosehead’s IPO in 2018 and has been responsible for overseeing Goosehead’s SEC reporting, financial planning and analysis, and directly managing Goosehead’s finance team. Prior to joining Goosehead, Mr. Jones worked in Ernst & Young’s Audit practice, primarily focused on financial service companies. He is a graduate of Texas A&M University with a bachelor’s degree in accounting and a master’s degree in finance and is a Certified Public Accountant.

Mark Miller, Goosehead’s President and COO stated, “Mark Jones, Jr.’s ability to use financial analysis to drive operational results is impressive. His command of the company’s financials and KPIs is second to none. We continue to improve our management team’s capabilities and increase our bandwidth, and I look forward to partnering with Mark in his new role to help lead Goosehead to industry leadership.”

Mark Colby, Goosehead’s former CFO, will be transitioning out of Goosehead and pursuing other opportunities. We thank Mr. Colby for his 10 years of service and wish him the best in his future endeavors.

About Goosehead

Goosehead (NASDAQ: GSHD) is a rapidly growing and innovative independent personal lines insurance agency that distributes its products and services throughout the United States. Goosehead was founded on the premise that the consumer should be at the center of our universe and that everything we do should be directed at providing extraordinary value by offering broad product choice and a world-class service experience. Goosehead represents over 140 insurance companies that underwrite personal lines and small commercial lines risks, and its operations include a network of 15 corporate sales offices and over 2,341 operating and contracted franchise locations. For more information, please visit gooseheadinsurance.com.

Forward-Looking Statements

This press release may contain various “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, which represent Goosehead’s expectations or beliefs concerning future events. Forward-looking statements are statements other than historical facts and may include statements that address future operating, financial or business performance or Goosehead’s strategies or expectations. In some cases, you can identify these statements by forward-looking words such as “may”, “might”, “will”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “projects”, “potential”, “outlook” or “continue”, or the negative of these terms or other comparable terminology. Forward-looking statements are based on management’s current expectations and beliefs and involve significant risks and uncertainties that could cause actual results, developments and business decisions to differ materially from those contemplated by these statements.

Factors that could cause actual results or performance to differ from the expectations expressed or implied in such forward-looking statements include, but are not limited to, conditions impacting insurance carriers or other parties with which Goosehead does business, the economic effects of the COVID-19 pandemic, the loss of one or more key executives or an inability to attract and retain qualified personnel and the failure to attract and retain highly qualified franchisees. These risks and uncertainties also include, but are not limited to, those described under the captions “1A. Risk Factors” in Goosehead’s Annual Report on Form 10-K for the year ended December 31, 2021 and in Goosehead’s other filings with the SEC, which are available free of charge on the Securities Exchange Commission’s website at: www.sec.gov. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated. All forward-looking statements and all subsequent written and oral forward-looking statements attributable to Goosehead or to persons acting on behalf of Goosehead are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date they are made, and Goosehead does not undertake any obligation to update

them in light of new information, future developments or otherwise, except as may be required under applicable law.

Contacts

Investor Contact:

Dan Farrell

Goosehead Insurance - VP Capital Markets

Phone: (214) 838-5290

Email: dan.farrell@goosehead.com; IR@goosehead.com;

PR Contact:

Mission North for Goosehead Insurance

Email: goosehead@missionnorth.com; PR@goosehead.com