

**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): February 21, 2024

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 February 21, 2024, the Board of Directors (the “Board”) of Goosehead Insurance, Inc. (the “Company”) approved the Company’s management succession plan, pursuant to which Mark E. Jones will step down from his position as the Company’s Chief Executive Officer (“CEO”) and assume the position of Executive Chairman. Mr. Jones will be succeeded as CEO by Mark Miller (such succession, the “CEO Succession”). The CEO Succession will become effective on July 1, 2024.

After the CEO Succession, for his service as a director and Executive Chairman of the Board, Mr. Jones’s annual base salary will be reduced by approximately two-thirds to \$750,000. He will be eligible to receive annual stock option grants at the discretion of the compensation committee of the Board. The Board intends to nominate Mr. Jones for re-election as a director at the Company’s 2024 annual meeting of the shareholders, and, if re-elected, for Mr. Jones to continue serving as Executive Chairman.

In connection with his appointment as CEO, Mr. Miller will continue to be compensated according to the current terms of his employment with the Company, except that his annual base compensation will be increased from \$650,000 to \$750,000 and his annual bonus opportunity will be increased from \$650,000 to \$750,000. In addition, Mr. Miller will receive a grant of 50,000 incremental stock options, priced at a 10% premium over the market price of the Company’s Class A common stock at market close on July 1, 2024, which will vest over a three-year period. Mr. Miller will remain a director following the CEO Succession.

Mr. Miller has served as the Company’s President and Chief Operating Officer since May 2022 and as a member of the Company’s Board of Directors since 2018. Certain other biographical information was previously disclosed in the Company’s current report on Form 8-K dated May 10, 2022, and is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing the CEO Succession is furnished with this Form 8-K as Exhibit 99.1. The information contained in this Item 7.01 and Exhibit 99.1 attached hereto is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
99.1	Press Release issued by Goosehead Insurance, Inc. dated February 21, 2024
104	Cover Page Interactive Data File (Formatted as Inline XBRL)

Date: February 21, 2024

EXHIBIT INDEX

No.	Description
99.1	Press Release issued by Goosehead Insurance, Inc. on February 21, 2024

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.

GOOSEHEAD INSURANCE, INC.

By: /s/ Mark E. Jones

Mark E. Jones
Chairman and Chief Executive Officer

GOOSEHEAD INSURANCE ANNOUNCES CEO TRANSITION

*Mark Jones to transition to Executive Chairman
Mark Miller Announced as CEO effective July 1, 2024*

WESTLAKE, Texas, February 21, 2024 (GLOBE NEWSWIRE) -- Goosehead Insurance, Inc., (NASDAQ: GSHD), a rapidly growing, independent personal lines insurance agency, announced that Chairman and Chief Executive Officer Mark Jones will transition to Executive Chairman of the company effective July 1, 2024. Mark Miller, President and Chief Operating Officer will succeed Mr. Jones as CEO and will continue to serve as a member of the Board of Directors.

"Mark and Robyn Jones founded Goosehead in 2003, with a vision to fundamentally transform the personal lines insurance space through a client choice model that offered unparalleled levels of service," stated Peter Lane, the company's Lead Independent Director. "In the 20 years since then, the company has delivered sustained annual premium growth in excess of 30%, fueled by an industry leading net promoter score of approximately 90, and client retention in excess of 85%. The company's total written premiums are now in excess of \$3B. Since the April 2018 IPO, Goosehead has delivered extraordinary value to shareholders with a total return in excess of 800% against a backdrop of cumulative S&P 500 returns of just over 100%. A constant through all this has been Mark's visionary, people first leadership that has fostered a dynamic, industry leading management team and culture. On behalf of the Board of Directors, I would like to thank Mark for his immense contributions to Goosehead. I look forward to working with him in his ongoing active role as Executive Chairman, and largest Goosehead shareholder. I would also like to thank Mark Miller for his great contributions since joining management in 2022 - he has proven to be an inspirational and effective leader at Goosehead; I look forward to working with him as our new Chief Executive Officer."

"I am incredibly proud of the extraordinary company Goosehead has become," stated Mark Jones. "As we have grown, we have invested in our management team with an eye to the future, building the right leadership for a company many multiples its current size. The most important recent addition has been Mark Miller who joined us nearly 2 years ago as President and Chief Operating Officer and has served as a member of the Board of Directors since our IPO. I have known Mark for 25 years, and I have observed first-hand his tremendous leadership ability as he has helped execute our strategic plan and delivered exceptional business results. I have great confidence in his experience, intelligence, and integrity to deliver for all our stakeholders moving forward."

"I am excited and extremely honored to be named as Goosehead's next CEO", said Mark Miller. "The vision Mark and Robyn had in founding this company over two decades ago was remarkable. Thanks to Mark's exceptional leadership, a unique business model was created, and a strong culture was established that is unparalleled in the industry. Today, our company is stronger than ever, and we are uniquely positioned to expand our sizable competitive moat and grow rapidly and profitably for many years to come. I am looking forward to taking the company toward our ultimate goal of becoming the largest distributor of personal lines insurance in the US."

About Goosehead Insurance, Inc.

Goosehead (NASDAQ: GSHD) is a rapidly growing and innovative independent personal lines insurance agency that distributes its products and services through corporate and franchise

locations 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 150 insurance companies that underwrite personal and commercial lines. For more information, please visit goosehead.com or goosehead.com/become-a-franchisee.

Contacts

Mission North for Goosehead Insurance

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