

| OMB APPROVAL | |
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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>Jones Robyn Mary Elizabeth</u> | | | 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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of 10% owner group</u> | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2020</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 | | | |
| C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| (Street) | (City) | (State) | (Zip) | | | | | | |
| WESTLAKE | TX | | 76262 | | | | | | |

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 | 03/20/2020 | | C | | 28,543 | D | \$0 | 13,746,843 | I | By Trust ⁽¹⁾ |
| Class A Common Stock | 03/20/2020 | | C | | 28,543 | A | \$0 | 28,543 | I | By Mark and Robyn Jones Descendants Trust 2014 |
| Class A Common Stock | 03/20/2020 | | S | | 25,842 | D | \$45.16 ⁽²⁾ | 2,701 | I | By Mark and Robyn Jones Descendants Trust 2014 |
| Class A Common Stock | 03/20/2020 | | S | | 2,701 | D | \$46.32 ⁽³⁾ | 0 | I | By Mark and Robyn Jones Descendants Trust 2014 |
| Class A Common Stock ⁽⁴⁾ | | | | | | | | 742,390 | D | |
| Class B Common Stock ⁽⁴⁾ | | | | | | | | 182,349 | 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 | | | | | |
| LLC Units in Goosehead Financial, LLC | \$0.0 | 03/20/2020 | | C | | 28,543 | | (5) | (5) | Class A Common Stock | \$0 | 13,746,843 | I | By Trust ⁽¹⁾ |
| LLC Units in Goosehead Financial, LLC ⁽⁴⁾ | \$0.0 | | | | | | | (5) | (5) | Class A Common Stock | | 182,349 | D | |

Explanation of Responses:

- 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.90, 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 \$46.31 to \$46.65, 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.
- This does not reflect shares directly held by the reporting person's spouse, who is independently a reporting person of the issuer.
- 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 Mark and Robyn Jones Descendants Trust 2014. Following the reported transaction above, Mark and Robyn Jones, together with their trusts, continue to own beneficially 1,462,691 shares of Class A Common Stock and 14,111,541 shares of Class B Common Stock, for a total of 15,574,232 shares of Goosehead Insurance, Inc.

/s/ P. Ryan Langston, as

Attorney-in-Fact for Robyn

Mary Elizabeth Jones

03/23/2020

** 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.