

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Jones Mark Evan</b>  (Last) (First) (Middle) <b>C/O GOOSEHEAD INSURANCE, INC.</b> <b>1500 SOLANA BLVD., BUILDING 4, STE 4500</b>  (Street) <b>WESTLAKE TX 76262</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Goosehead Insurance, Inc. [ GSHD ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>CEO / Member of 10% owner group</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/05/2021</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <b>08/06/2021</b>		

**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 A Common Stock <sup>(1)</sup>	08/05/2021		M		7,439	A	\$10	293,720	D	
Class A Common Stock <sup>(1)</sup>	08/05/2021	08/05/2021	S		7,439	D	\$120.68 <sup>(2)</sup>	286,201	D	
Class B Common Stock <sup>(1)</sup>	08/06/2021	08/06/2021	M		16,425	A	\$10	302,706	D	
Class A Common Stock <sup>(1)</sup>	08/06/2021		S		1,698	D	\$120.27 <sup>(3)</sup>	300,928	D	
Class A Common Stock <sup>(1)</sup>	08/06/2021		S		1,029	D	\$121.62 <sup>(4)</sup>	299,899	D	
Class A Common Stock <sup>(1)</sup>	08/06/2021		S		2,735	D	\$122.55 <sup>(5)</sup>	297,164	D	
Class A Common Stock <sup>(1)</sup>	08/06/2021		S		2,045	D	\$123.41 <sup>(6)</sup>	295,119	D	
Class A Common Stock <sup>(1)</sup>	08/06/2021		S		7,618	D	\$124.84 <sup>(7)</sup>	287,501	D	
Class A Common Stock <sup>(1)</sup>	08/06/2021		S		1,300	D	\$125.37 <sup>(8)</sup>	286,201	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
Employee Stock Options (right to buy)	\$10	08/05/2021		M			7,439	(9)	04/26/2028	Class A Stock	7,439	\$0	312,561	D	
Employee Stock Options (right to buy)	\$10	08/06/2021		M			16,425	(9)	04/26/2028	Class A Stock	16,425	\$0	296,136	D	

**Explanation of Responses:**

- This does not reflect shares directly held by the reporting person's spouse, who is independently a reporting person of the issuer.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.00 to \$120.99, 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 \$120.00 to \$120.95, 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 \$121.03 to \$122.02, 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 \$122.03 to \$123.02, 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 \$123.05 to \$123.89, 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 \$124.17 to \$125.15, 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.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.29 to \$125.49, 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.

9. One third (1/3rd) of the shares subject to the option shall vest and become exercisable, subject to continued employment, on each of the second, third and fourth anniversaries of the grant date; provided, that all shares subject to the option will vest and become exercisable if Mr. Jones's employment is terminated without "cause" or for "good reason" (each as defined in either Mr. Jones's option award agreement or the issuer's omnibus incentive plan) within six month following a "change in control" (as defined in the issuer's omnibus incentive plan).

**Remarks:**

Amended to correct number of securities held following transactions.

[/s/ P. Ryan Langston, as](#)  
[Attorney-in-Fact for Mark](#)      [08/09/2021](#)  
[Evan Jones](#)

\*\* 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.

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