

GOOSEHEAD INSURANCE, INC.

Reported by
COLBY MICHAEL C.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/20/20 for the Period Ending 02/19/20

Address	1500 SOLANA BLVD BUILDING 4, SUITE 4500 WESTLAKE, TX, 76262
Telephone	214-838-5500
CIK	0001726978
Symbol	GSHD
SIC Code	6411 - Insurance Agents, Brokers and Service
Industry	Multiline Insurance & Brokers
Sector	Financials
Fiscal Year	12/31

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Colby Michael C. (Last) (First) (Middle) C/O GOOSEHEAD INSURANCE, INC., 1500 SOLANA BLVD., BUILDING 4, STE 4500 (Street) WESTLAKE, TX 76262 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Goosehead Insurance, Inc. [GSHD] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/19/2020	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) President and COO 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
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/19/2020		C		8747	D	\$0	787024	D	
Class A Common Stock	2/19/2020		C		8747	A	\$0	72378	D	
Class A Common Stock	2/19/2020		S		3064	D	\$54.40 (1)	69314	D	
Class A Common Stock	2/19/2020		S		5683	D	\$55.04 (2)	63631	D	
Class B Common Stock								858166	I	By Trust (3)
Class A Common Stock								143402	I	By Colby 2014 Family Trust

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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	2/19/2020		C			8747	(4)	(4)	Class A Common Stock	8747.0	\$0	787024	D	
LLC Units in Goosehead Financial, LLC	\$0.0							(4)	(4)	Class A Common Stock	858166.0		858166	I	By Trust (3)

Explanation of Responses:

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.72 to \$54.69, 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.75 to \$55.47, 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.
- (3) 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.
- (4) Each LLC Unit, together with a share of Class B Sommon 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. Following the reported transaction above, Michael Colby, together with his trusts, continues to own beneficially 207,033 shares of Class A Common Stock and 1,645,190 shares of Class B Common Stock, for a total of 1,852,223 shares of Goosehead Insurance, Inc.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colby Michael C. C/O GOOSEHEAD INSURANCE, INC. 1500 SOLANA BLVD., BUILDING 4, STE 4500 WESTLAKE, TX 76262			President and COO	

Signatures

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

2/20/2020

—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.

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