

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>Laurence Andrew M</u> (Last) (First) (Middle) <u>1716 CORPORATE LANDING PARKWAY</u> (Street) <u>VIRGINIA VA 23454</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Franchise Group, Inc. [FRG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock	09/12/2020		M ⁽³⁾		2,724	A	(1)	42,843 ⁽⁴⁾	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
Restricted Stock Units	(1)	09/12/2020		M			2,724	(2)	(2)	Common Stock	2,724	\$0	0	D	

Explanation of Responses:

- Each restricted stock unit represents the right to receive, upon vesting, one share of Common Stock.
- The restricted stock unit award was granted on September 12, 2019 and vested in full on September 12, 2020.
- Represents the conversion upon vesting of restricted stock units into Common Stock. On September 12, 2019, the reporting person was granted 1816 restricted stock units, of which all of the shares subject to the restricted stock units vested on September 12, 2020. Such restricted stock units were previously reported in Table II on the Form 4/A filed with the Securities and Exchange Commission on September 18, 2019.
- Reporting Person received 21,942 shares of Issuer's Common Stock as a pro rata distribution from Vintage Tributum, L.P. ("Vintage"), an investment vehicle which owned shares Issuer's Common Stock, on July 31, 2020. These shares were held by Vintage, all of which were distributed to limited partners of Vintage pro rata based on each limited partner's economic ownership interest in Vintage RTO on July 31, 2020. Reporting Person also received 16,353 shares of Issuer's Common Stock as a pro rata distribution from Stefac LP ("Stefac"), an investment vehicle which owned shares Issuer's Common Stock, on July 31, 2020. These shares were held by Stefac, all of which were distributed to limited partners of Vintage pro rata based on each limited partner's economic ownership interest in Vintage RTO on July 31, 2020.

Andrew M. Laurence 09/17/2020
 ** 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.