UNITED STATES UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No.) Life Time Group Holdings, Inc. (Name of Issuer) (Title of Class of Securities) (CUSIP Number) Teacher Retirement System of Texas, Heather Traeger, General Counsel, 1000 Red River St., Austin, TX 78701, Phone: 512-542-6884 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications) (Date of Event Which Requires Filing of this Statement) Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent. *The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment contain The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to 1 Name of Reporting Person Teacher Retirement System of Texas 2 Check the Appropriate Box if a Member of a Group 3 SEC Use Only 4 Source of Funds 00 5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) 6 Citizenship or Place of Organization Number of Shares Beneficially Owned by Each Reporting Person with 7 Sole Voting Power 5,200,000 8 Shared Voting Power 9 Sole Dispositive Power 5,200,000 10 Shared Dispositive Power 11 Aggregate Amount Beneficially Owned by Each Reporting Person 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares Not Applicable 13 Percent of Class Represented by Amount in Row (11) 2 7% 14 Type of Reporting Person Item 1. Security and Issuer.
This statement on Schedule 13D relates to the common stock, \$0.01 par value per share (the "Common Stock"), of Life Time Group Holdings, Inc. (the "Issuer"). The address of the principal executiv Item 2. Identity and Background.

(a) This statement on Schedule 13D is being filed by Teacher Retirement System of Texas, a Texas corporation (the "Reporting Person"). The Reporting Person is a pension plan that invests and man By virtue of the agreements made pursuant to the Stockholders Agreement (as defined below), certain affiliates of Leonard Green & Partners, L.P. ("LGP"), TPG Global, LLC ("TPG"), LNK Partners ("L (b) - (c) The principal business address of the Reporting Person is 1000 Red River Street, Austin, Texas 78701. The name, residence or business address, and present principal occupation or employ (d) Neither the Reporting Person, nor to the best of the Reporting Person's knowledge, any of the persons identified in Schedule A hereto has, during the last five years, been a party to a c (f) The Reporting Person is a statewide pension plan and entity of the State of Texas created and existing under the authority of the Texas Constitution, the Texas Government Code, and other stat

Item 3. Source and Amount of Funds or Other Consideration.
The 5,200,000 shares were acquired upon the conversion of equity interests in a predecessor of the Issuer concurrent with the completion of the Issuer's initial public offering on October 6, 2021
Item 4. Purpose of Transaction.

Stockholders Agreement

In connection with the Issuer's initial public offering (the "IPO"), the Issuer entered into an amended and restated stockholders agreement, dated October 6, 2021 (the "Stockholders Agreement"), Pursuant to the Stockholders Agreement:

Pursuant to the Stockholders Agreement:

so long as TPG (i) has not, following the consummation of the IPO, sold shares of Common Stock, through one or more transactions, resulting in TPG receiving aggregate gross proceeds in an amoun so long as LGP (i) has not, following the consummation of the IPO, sold shares of Common Stock, through one or more transactions, resulting in LGP receiving aggregate gross proceeds in an amoun so long as LNR, MSD Investors, LifeCo or PG, as applicable, (i) has not, following the consummation of the IPO, sold shares of Common Stock, through one or more transactions, resulting in LNK, so long as Mr. Akradi serves as Chief Executive Officer of the Issuer, he will be entitled to nominate one director and if Mr. Akradi ceases to serve as Chief Executive Officer, he will not be The Stockholders Agreement also includes provisions pursuant to which the Issuer has agreed to file registration statements under the Securities Act covering resales of the shares of Common Stock

General
The Reporting Person acquired the securities described in this Schedule 13D for investment purposes and intends to review such investment in the Issuer on a continuing basis. Any actions the Reporting Person acquired the securities described in this Schedule 13D for investment purposes and intends to review such investment in the Issuer on a continuing basis. Any actions the Reporting Person does not currently have any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a)-(j) of Schedule 13D, (a) - (b)

The aggregate percentage of shares of Common Stock reported to be beneficially owned by the Reporting Person is based upon 191,478,758 outstanding shares of Common Stock as of October 6, 2021, a In addition, as discussed in Item 2 above, by virtue of the agreements made pursuant to the Stockholders Agreement, the Voting Group members may be deemed to be acting as a group for purposes of (c) Except as described in Items 3 and 4, the Reporting Person has not effected any transactions in the Common Stock during the past 60 days.

(d) None. (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 4 above summarizes certain provisions of the Stockholders Agreement and is incorporated herein by reference. A copy of the agreement is attached as an exhibit hereto and incorporated herei
Except as set forth herein, the Reporting Person does not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of
Item 7. Materials to be Filed as Exhibits

Exhibit Number* Description
1 Third Amended and Restated Stockholders Agreement (incorporated by reference to Exhibit 10.34 to the Issuer's Registration Statement on Form S-1, filed with the Securities and Exchange Commissi

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: October 22, 2021

Teacher Retirement System of Texas

By: /s/ Heather Traeger Name: Heather Traeger

Title: General Counsel & Chief Compliance Officer

SCHEDULE A

Directors, Executive Officers and Controlling Persons of Teacher Retirement System of Texas

Name Title Bus Bus Brian Guthrie Executive Officers and Controlling Persons of Teacher Retirement S Name Bus Brian Guthrie Executive Director 1000 Red Rivers St., Austin, TX 78701 Jase Auby Chief Investment Officer 1000 Red Rivers St., Austin, TX 78701 Katy Hoffman Senior Managing Director 1000 Red Rivers St., Austin, TX 78701 Dale West Senior Managing Director 1000 Red Rivers St., Austin, TX 78701 Eric Lang Senior Managing Director 1000 Red Rivers St., Austin, TX 78701 Nell Randall Managing Director 1000 Red Rivers St., Austin, TX 78701 Jarvis V. Hollingsworth Trustee 1000 Red Rivers St., Austin, TX 78701 Nanette Sissney Trustee 1000 Red Rivers St., Austin, TX 78701 Michael Ball Trustee 1000 Red Rivers St., Austin, TX 78701 David Corpus Trustee 1000 Red Rivers St., Austin, TX 78701 John Elliott Trustee 1000 Red Rivers St., Austin, TX 78701 Christopher Moss Trustee 1000 Red Rivers St., Austin, TX 78701 James Dick Nance Trustee 1000 Red Rivers St., Austin, TX 78701 James Dick Nance Trustee 1000 Red Rivers St., Austin, TX 78701 Robert H. Walls Trustee 1000 Red Rivers St., Austin, TX 78701