

**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

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person LANDAU DAVID A			2. Issuer Name and Ticker or Trading Symbol Life Time Group Holdings, Inc. [LTH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/12/2021					
81 MAIN STREET								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
WHITE PLAINS, NY 10601								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	10/12/2021		C		247,159	A	(U)	5,086,760	I	See footnote (2) (5)
Common Stock	10/12/2021		P		1,344,333	A	\$ 18	6,431,093	I	See footnote (2) (5)
Common Stock	10/12/2021		C		180,744	A	(U)	3,857,235	I	See footnote (3) (5)
Common Stock	10/12/2021		C		8,196	A	(U)	168,594	I	See footnote (4) (5)
Common Stock	10/12/2021		P		44,555	A	\$ 18	213,149	I	See footnote (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**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)	3. 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 Underlying Securities (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				
Series A Preferred Stock	(U)	10/12/2021		C		247,159	(U)	(U)	Common Stock	247,159	(U)	0	I	See footnote (2) (5)
Series A Preferred Stock	(U)	10/12/2021		C		180,744	(U)	(U)	Common Stock	180,744	(U)	0	I	See footnote (3) (5)
Series A Preferred Stock	(U)	10/12/2021		C		8,196	(U)	(U)	Common Stock	8,196	(U)	0	I	See footnote (4) (5)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDAU DAVID A 81 MAIN STREET WHITE PLAINS, NY 10601	X	X		
LNK Life Time Fund, L.P. 81 MAIN STREET WHITE PLAINS, NY 10601	X	X		
LNK Partners III (Parallel), L.P. 81 MAIN STREET WHITE PLAINS, NY 10601	X	X		
LNK Partners III, L.P. 81 MAIN STREET WHITE PLAINS, NY 10601	X	X		
LNK Life Time GenPar, L.P. 81 MAIN STREET WHITE PLAINS, NY 10601	X	X		
LNK GenPar III, L.P. 81 MAIN STREET WHITE PLAINS, NY 10601	X	X		
LNK MGP III, LLC 81 MAIN STREET WHITE PLAINS, NY 10601	X	X		

**Signatures**

See signatures attached as Exhibit 99.1	10/14/2021
<small>Signature of Reporting Person</small>	<small>Date</small>

**Explanation of Responses:**

\* 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).

- (1) Each share of Series A preferred stock automatically converted into common stock upon the closing of the Issuer's initial public offering in accordance with the Certificate of Designations pertaining to the Series A preferred stock. The Series A preferred stock has no expiration date.
- (2) Held directly by LNK Partners III, LP.
- (3) Held directly by LNK Life Time Fund, LP.
- (4) Held directly by LNK Partners III (Paralle), LP (together with LNK Partners III, LP and LNK Life Time Fund, LP, the "LNK Funds").
- (5) Each of the LNK Funds is controlled by LNK GenPar III, L.P. and LNK Life Time GenPar, L.P., their respective general partners (together, the "General Partners"), and each of those is in turn controlled by David Landau, a director of Life Time, through LNK MGP III, LLC, of which I

**Remarks:**

Each of the LNK Funds are party to a Stockholders Agreement with other shareholders of the Issuer that (in addition to other rights and obligations) obligates the parties to vote in favor of certain designated nominees for election to the Is

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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**This statement on Form 4 is filed by:** (i) David Landau, (ii) LNK Life Time Fund, L.P., (iii) LNK Partners III (Parallel), L.P., (iv) LNK Partners III, L.P., (v) LNK Life Time GenPar, L.P., (vi) LNK GenPar III, L.P., and (vii) LNK MGP III, LLC.

**Name of Designated Filer:** David Landau

**Date of Event Requiring Statement:** October 12, 2021

**Issuer Name and Ticker or Trading Symbol:** Life Time Group Holdings, Inc. [LTH]

/s/ David Landau

David Landau

**LNK LIFE TIME FUND, L.P.**

By: LNK Life Time GenPar, L.P.  
its general partner

By: LNK MGP III, LLC  
its general partner

By: /s/ David Landau  
Name: David Landau  
Title: President

**LNK PARTNERS III (PARALLEL), L.P.**

By: LNK GenPar III, L.P.  
its general partner

By: LNK MGP III, LLC  
its general partner

By: /s/ David Landau  
Name: David Landau  
Title: President

**LNK PARTNERS III, L.P.**

By: LNK GenPar III, L.P.  
its general partner

By: LNK MGP III, LLC  
its general partner

By: /s/ David Landau  
Name: David Landau  
Title: President

**LNK LIFE TIME GENPAR, L.P.**

By: LNK MGP III, LLC  
its general partner

By: /s/ David Landau  
Name: David Landau  
Title: President

**LNK GENPAR III, L.P.**

By: LNK MGP III, LLC  
its general partner

By: /s/ David Landau  
Name: David Landau  
Title: President

**LNK MGP III, LLC**

By: /s/ David Landau  
Name: David Landau  
Title: President