# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# Life Time Group Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share (Title of Class of Securities)

53190C102 (CUSIP Number)

Jennifer Bellah Maguire
Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, California 90071-3197
(213) 229-7986
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 14, 2024 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.  $\Box$ 

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 containing information which would alter disclosures provided in a prior cover page.

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 the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMI	NAME OF REPORTING PERSON					
	Gree	Green LTF Holdings II LP					
2	CHEC (a) ⊠	K THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP  ) □				
	ara i	(GE 0)					
3	SEC C	SEC USE ONLY					
4	SOUR	SOURCE OF FUNDS (See Instructions)					
	WC						
5		K IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6	CITIZ	ENSH	IP OR PLACE OF ORGANIZATION				
	Dela	ware					
		7	SOLE VOTING POWER				
NUMBEI	R OF		-0-				
SHARE	ES	8	SHARED VOTING POWER				
BENEFICIA OWNED			55,166,700				
EACH REPORT		9	SOLE DISPOSITIVE POWER				
PERSO	DΝ						
WITH	1	10	-0- SHARED DISPOSITIVE POWER				
11	ACCE	ECAT	55,166,700 FE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	Addi	EUAI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	55,16						
12	CHEC	K IF T	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)				
13	PERC	ENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	26.99	% (1)					
14	TYPE	OF RE	EPORTING PERSON (See Instructions)				
	PNI						

<sup>(1)</sup> Based on 205,051,970 shares of Common Stock outstanding after the completion of the August 2024 Public Offering (as defined below), as reported in the Issuer's Prospectus Supplement on Form 424(b) filed with the Securities and Exchange Commission on August 13, 2024.

1	NAMI	NAME OF REPORTING PERSON				
	Green	Green Equity Investors VI, L.P.				
2	CHEC (a) ⊠		E APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) 🖾	(D	) <u> </u>			
3	SEC U	SE ON	NLY			
4	SOUR	SOURCE OF FUNDS (See Instructions)				
	WC					
5	CHEC	KIFL	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZ	ENSH	IP OR PLACE OF ORGANIZATION			
	Delav	word				
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OWNED EACI			55,166,700			
REPORT	ING	9	SOLE DISPOSITIVE POWER			
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,,,,,,	-	10	SHARED DISPOSITIVE POWER			
11	AGGD	FGAT	55,166,700 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	Addiv	LOAI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING LEASON			
	55,16					
12	CHEC	K IF T	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)			
13	PERCI	ENT O	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
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14	26.9%		EPORTING PERSON (See Instructions)			
14	TIPE	OF KI	EFORTING FERSON (See HISTRICHORS)			
	PN	PN				

<sup>(1)</sup> Based on 205,051,970 shares of Common Stock outstanding after the completion of the August 2024 Public Offering (as defined below), as reported in the Issuer's Prospectus Supplement on Form 424(b) filed with the Securities and Exchange Commission on August 13, 2024.

1	NAME	NAME OF REPORTING PERSON				
	Green	Green Equity Investors Side VI, L.P.				
2	CHEC (a) ⊠		E APPROPRIATE BOX IF A MEMBER OF A GROUP  b) □			
3	SEC U	SE O	NLY			
4	SOUR	SOURCE OF FUNDS (See Instructions)				
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5	CHEC	K IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
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WITH			-0-			
		10	SHARED DISPOSITIVE POWER			
			55,166,700			
11	AGGR	EGAT	FE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	55,16	6,700	0			
12			THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)			
13	_	ENT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	26.9%	/ <sub>4</sub> (1)				
14		` '	EPORTING PERSON (See Instructions)			
			,			
1	PN					

<sup>(1)</sup> Based on 205,051,970 shares of Common Stock outstanding after the completion of the August 2024 Public Offering (as defined below), as reported in the Issuer's Prospectus Supplement on Form 424(b) filed with the Securities and Exchange Commission on August 13, 2024.

1	NAMI	NAME OF REPORTING PERSON				
	LGP	LGP Associates VI-A LLC				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) 🖾	(a) $\boxtimes$ (b) $\square$				
3	SEC U	ISE O	NLY			
4	SOUR	SOURCE OF FUNDS (See Instructions)				
	WC					
5		K IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZ	ENSH	IP OR PLACE OF ORGANIZATION			
	Dela		SOLE VOTING POWER			
		7	SOLE VOTING POWER			
NUMBEI	R OF		-0-			
SHARI BENEFICIA		8	SHARED VOTING POWER			
OWNED	BY		55,166,700			
EACH REPORT	ING	9	SOLE DISPOSITIVE POWER			
PERSC WITH			-0-			
		10	SHARED DISPOSITIVE POWER			
			55 166 700			
11	AGGR	REGAT	55,166,700 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	55,16		0 THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)			
12	CHEC	K II' I	THE AGGREGATE AMOUNT IN NOW (11) EACLODES CERTAIN SHARES (See Historichis)			
13	PERC:	ENT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	26.99	% (1)				
14	TYPE	OF RI	EPORTING PERSON (See Instructions)			
	00 (	OO (Limited Liability Company)				

<sup>(1)</sup> Based on 205,051,970 shares of Common Stock outstanding after the completion of the August 2024 Public Offering (as defined below), as reported in the Issuer's Prospectus Supplement on Form 424(b) filed with the Securities and Exchange Commission on August 13, 2024.

1	NAMI	NAME OF REPORTING PERSON				
	LGP	LGP Associates VI-B LLC				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) 🖾	(a) $\boxtimes$ (b) $\square$				
3	SEC U	ISE O	NLY			
4	SOUR	SOURCE OF FUNDS (See Instructions)				
	WC					
5		K IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZ	ENSH	IP OR PLACE OF ORGANIZATION			
	Dela		SOLE VOTING POWER			
		7	SOLE VOTING POWER			
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SHARI BENEFICIA		8	SHARED VOTING POWER			
OWNED	BY		55,166,700			
EACH REPORT	ING	9	SOLE DISPOSITIVE POWER			
PERSC WITH			-0-			
		10	SHARED DISPOSITIVE POWER			
			55 166 700			
11	AGGR	REGAT	55,166,700 FE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	55,16		0 THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)			
12	CHEC	K II' I	THE AGGREGATE ANOUNT IN NOW (11) EACLODES CERTAIN SHARES (See HISHUCHORS)			
13	PERC:	ENT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	26.99	% (1)				
14	TYPE	OF RI	EPORTING PERSON (See Instructions)			
	00 (	OO (Limited Liability Company)				

<sup>(1)</sup> Based on 205,051,970 shares of Common Stock outstanding after the completion of the August 2024 Public Offering (as defined below), as reported in the Issuer's Prospectus Supplement on Form 424(b) filed with the Securities and Exchange Commission on August 13, 2024.

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1	NAME OF RE	EPORT	TING PERSON		
	GEI Capital VI, LLC				
2	CHECK THE (a) ⊠ (b)		OPRIATE BOX IF A MEMBER OF A GROUP		
3	SEC USE ON	LY			
4		FUND	S (See Instructions)		
	WC	a ar a	CURE OF LEGAL PROCEEDINGS IS REQUIRED BURGULANTE TO ITEM (SACE OF ACC		
5		SCLU	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHII	OR I	PLACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
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NUMBER OF SHARES BENEFICIALLY OWNED BY		8	SHARED VOTING POWER		
,	EACH	9	55,166,700 SOLE DISPOSITIVE POWER		
F	REPORTING PERSON	9	SOLE DISPOSITIVE POWER		
	WITH		-0-		
		10	SHARED DISPOSITIVE POWER		
			55,166,700		
11	AGGREGATE	E AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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12	55,166,700	IE VC	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
12	CHECK IF IF	il AU	GREGATE AMOUNT IN NOW (11) EACLODES CERTAIN SHARES (SEE IIISUUCUOIIS)		
13	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	26.9% (1)				
14		PORTI	NG PERSON (See Instructions)		
	OO (Limited Liability Company)				

CUSIP No. 53190C102	13D	Page 8 of 15

1	NAME OF RE	EPOR T	TING PERSON
	Green VI H	oldir	gs, LLC
2	CHECK THE (a) ⊠ (b)		OPRIATE BOX IF A MEMBER OF A GROUP
3	SEC USE ON	LY	
4		FUNE	S (See Instructions)
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5	CHECK IF DI	SCLC	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	_	OR I	PLACE OF ORGANIZATION
	Delaware		
		7	SOLE VOTING POWER
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	PERSON		
	WITH	10	-0- SHARED DISPOSITIVE POWER
		10	SHARED DISPOSITIVE POWER
			55,166,700
11	AGGREGATE	E AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	55 166 700		
12	55,166,700	IF AG	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
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13	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (11)
	26.9% (1)		
14		PORT	NG PERSON (See Instructions)
	1121	,	
	OO (Limite	d Lia	bility Company)

CUSIP No. 53190C102	13D	Page 9 of 15

1	NAME OF RE	EPOR T	TING PERSON
			À Partners, L.P.
2	CHECK THE (a) ⊠ (b)		OPRIATE BOX IF A MEMBER OF A GROUP
3	SEC USE ON	LY	
4		FUNE	S (See Instructions)
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5	CHECK IF DI	SCLC	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	_	OR I	PLACE OF ORGANIZATION
	Delaware		
		7	SOLE VOTING POWER
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N	NUMBER OF SHARES	8	SHARED VOTING POWER
BE	NEFICIALLY	0	SHARLD VOINGTOWER
(	OWNED BY EACH		55,166,700
F	REPORTING	9	SOLE DISPOSITIVE POWER
	PERSON		
	WITH	10	-0- SHARED DISPOSITIVE POWER
		10	SHARED DISI OSHTIVE I OWER
			55,166,700
11	AGGREGATE	E AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	55,166,700		
12		IE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
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13	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (11)
	26.9% (1)		
14		ORT	NG PERSON (See Instructions)
	PN		

CUSIP No. 53190C102	13D	Page 10 of 15

1	NAME OF REPORTING PERSON						
	LGP Management, Inc.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ☑ (b) □						
3	SEC USE ONLY						
4							
	WC	a a t	CURE OF LEGAL PROCEEDINGS IS REQUIRED BURGLANTE TO ITEM (SALE) OF ACL				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
6	_	OR I	PLACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
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	WIIII	10	SHARED DISPOSITIVE POWER				
			55,166,700				
11	AGGREGATE	E AMC	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	55,166,700						
12		IE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)				
12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	rekcen1 Of	CLA	SS KEPKESENTED DT AWIOUNT IN KOW (II)				
	26.9% (1)						
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	CO						
	$\sim$						

CUSIP No. 53190C102	13D	Page 11 of 15

1	NAME OF REPORTING PERSON						
	Peridot Coinvest Manager LLC						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ☑ (b) □						
3	SEC USE ONLY						
4							
	WC						
5	5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
6		OR F	PLACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
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		10	SHARED DISPOSITIVE POWER				
			55,166,700				
11	AGGREGATE	E AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)						
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	26.9% (1)						
14	TYPE OF REPORTING PERSON (See Instructions)						
	OO (Limited Liability Company)						

#### Item 1. Security and Issuer.

This Amendment No. 1 (this "Amendment") amends and supplements the Schedule 13D filed on October 22, 2021 (the "Initial Statement" and, as further amended by this Amendment, the "Schedule 13D"), and relates to the common stock, \$0.01 par value per share (the "Common Stock"), of Life Time Group Holdings, Inc. (the "Issuer"). Capitalized terms used but not defined in this Amendment shall have the meanings ascribed to them in the Initial Statement and unless amended hereby, all information in the Initial Statement remains in effect.

#### Item 2. Identity and Background.

Item 2 of the Initial Statement is hereby amended and supplemented by replacing the first sentence of the second paragraph with the following:

As of the date of this statement, (i) Green LTF is the record owner of 54,160,712 shares of Common Stock, (ii), Associates VI-A is the record owner of 91,733 shares of Common Stock, and (iii) Associates VI-B is the record owner of 914,255 shares of Common Stock.

#### Item 4. Purpose of Transaction.

Item 4 of the Initial Statement is hereby amended and supplemented by adding the following at the end of Item 4 of the Initial Statement:

August 2024 Public Offering

On August 12, 2024, in connection with a registered public offering (the "August 2024 Public Offering") of Common Stock by the Issuer and certain stockholders of the Issuer, Green LTF, Associates VI-A and Associates VI-B, together with the other selling stockholders named therein, entered into an underwriting agreement (the "August 2024 Underwriting Agreement") with the Issuer and Morgan Stanley & Co. LLC and BofA Securities, Inc. as representatives of the several underwriters listed on Schedule II to the Underwriting Agreement (the "August 2024 Underwriters"). Pursuant to the August 2024 Underwriting Agreement, on August 14, 2024, Green LTF, Associates VI-A and Associates VI-B sold 3,509,808, 5,945 and 59,247 shares of Common Stock, respectively, at a price of \$20.88 per share.

August 2024 Lock-up Agreement

In connection with the August 2024 Public Offering, Green LTF, Associates VI-A and Associates VI-B entered into a lock-up agreement (the "August 2024 Lock-up Agreement") with the August 2024 Underwriters. Under the August 2024 Lock-up Agreement, Green LTF, Associates VI-B agreed, subject to certain exceptions, not to offer, sell, pledge or otherwise transfer any shares of Common Stock for 90 days from the date of the 2024 Underwriting Agreement.

The foregoing descriptions of the August 2024 Underwriting Agreement and the August 2024 Lock-up Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of the August 2024 Underwriting Agreement, which includes the form of the August 2024 Lock-up Agreement as an exhibit, and which is incorporated by reference to Item 7.

#### Item 5. Interest in Securities of the Issuer

Item 5 of the Initial Statement is hereby amended and restated as follows:

The information set forth in or incorporated by reference in Items 2, 3 and 4 and on the cover pages of this Schedule 13D is incorporated by reference in its entirety into this Item 5.

(a)-(b)

	Shared	
	Beneficial	
	Ownership	Percentage
	(Voting and	of Class
	Dispositive	Beneficially
Reporting Persons	Power)	Owned*
Green LTF	55,166,700	26.9%
Associates VI-A	55,166,700	26.9%
Associates VI-B	55,166,700	26.9%
Other Reporting Persons	55,166,700	26.9%

\* Ownership percentages set forth in this Schedule 13D are based upon a total of 205,051,970 shares of Common Stock outstanding after completion of the August 2024 Public Offering, as reported by the Issuer in the prospectus supplement relating to the August 2024 Public Offering, filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act on August 13, 2024.

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 Rule 13d-3 under the Exchange Act. Shares beneficially owned by the other members of the Voting Group are not the subject of this Schedule 13D and accordingly, none of the other members of the Voting Group are included as reporting persons herein.

- (c) On August 14, 2024, pursuant to the August 2024 Underwriting Agreement, Green LTF, Associates VI-A and Associates VI-B sold 3,509,808, 5,945 and 59,247 shares of Common Stock, respectively, at a price of \$20.88 per share in the August 2024 Public Offering.
- (d) Except as stated within this Item 5, to the knowledge of the Reporting Persons, only the Reporting Persons have the right to receive, or the power to direct the receipt of, dividends from, or proceeds from the sale of, any of the shares of Common Stock beneficially owned by the Reporting Persons as described in this Item 5.
- (e) Not applicable.

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

Item 6 of the Initial Statement is hereby amended and supplemented by adding the following at the end of Item 6 of the Schedule 13D:

The descriptions of the August 2024 Underwriting Agreement and the August 2024 Lock-Up Agreement in Item 4 above are hereby incorporated by reference into this Item 6.

#### Item 7. Material to be Filed as Exhibits.

Item 7 of this Schedule 13D is hereby amended and supplemented as follows:

Exhibit
No. Description of Exhibit

Underwriting Agreement, dated August 12, 2024 (incorporated by reference to Exhibit 1.1 to the Current Report on Form8-K filed by the Issuer with the Securities and Exchange Commission on August 14, 2024)

#### **SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Schedule 13D is true, complete and correct.

Dated: August 16, 2024

## Green LTF Holdings II LP

By: Peridot Coinvest Manager LLC, its General Partner

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

LGP Associates VI-A LLC

By: Peridot Coinvest Manager LLC, its Manager

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

LGP Associates VI-B LLC

By: Peridot Coinvest Manager LLC, its Manager

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

Green Equity Investors VI, L.P.

By: CEL Capital VI, L.C. its Caparal Partner

By: GEI Capital VI, LLC, its General Partner

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

Green Equity Investors Side VI, L.P. By: GEI Capital VI, LLC, its General Partner

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

# Green VI Holdings, LLC By: LGP Management, Inc., its managing member

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

### **GEI Capital VI, LLC**

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

#### Leonard Green & Partners, L.P. By: LGP Management, Inc., its General Partner

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

#### LGP Management, Inc.

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary

### Peridot Coinvest Manager LLC

By: /S/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Senior Vice President, General Counsel and

Secretary