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

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**SCHEDULE 13D**

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

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**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)

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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.

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*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.

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\* 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).

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1	NAME OF REPORTING PERSON  Green LTF Holdings II LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  55,166,700
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  55,166,700
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  55,166,700	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  26.9% (1)	
14	TYPE OF REPORTING PERSON (See Instructions)  PN	

- (1) 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 OF REPORTING PERSON  Green Equity Investors VI, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
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- (1) 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 OF REPORTING PERSON  Green Equity Investors Side VI, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
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	10	SHARED DISPOSITIVE POWER  55,166,700
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  26.9% (1)	
14	TYPE OF REPORTING PERSON (See Instructions)  PN	

- (1) 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 OF REPORTING PERSON  LGP Associates VI-A LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
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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)	

- (1) 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 OF REPORTING PERSON  LGP Associates VI-B LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
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	10	SHARED DISPOSITIVE POWER  55,166,700
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14	TYPE OF REPORTING PERSON (See Instructions)  OO (Limited Liability Company)	

- (1) 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 OF REPORTING PERSON  GEI Capital VI, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
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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)	

- (1) 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 OF REPORTING PERSON  Green VI Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
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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)	

- (1) 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 OF REPORTING PERSON  Leonard Green & Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  55,166,700
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  55,166,700
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  55,166,700	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  26.9% (1)	
14	TYPE OF REPORTING PERSON (See Instructions)  PN	

- (1) 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 OF REPORTING PERSON  LGP Management, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  26.9% (1)	
14	TYPE OF REPORTING PERSON (See Instructions)  CO	

- (1) 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 OF REPORTING PERSON  Peridot Coinvest Manager LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  55,166,700
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  55,166,700
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  55,166,700	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  26.9% (1)	
14	TYPE OF REPORTING PERSON (See Instructions)  OO (Limited Liability Company)	

- (1) 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.

**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-A and 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)

<u>Reporting Persons</u>	Shared Beneficial Ownership (Voting and Dispositive Power)	Percentage of Class Beneficially 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:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3	Underwriting Agreement, dated August 12, 2024 (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on August 14, 2024)

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**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: 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

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**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