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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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)

November 11, 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.

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 | NAME OF REPORTING PERSONS 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 51,425,306 |
| | 9 | SOLE DISPOSITIVE POWER -0- |
| | 10 | SHARED DISPOSITIVE POWER 51,425,306 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,425,306 | |
| 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) 24.8% (1) | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) PN | |

(1) Based on 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported in the Issuer's Quarterly Report on Form 0-Q filed with the Securities and Exchange Commission on October 28, 2024.

| | | |
|--|--|--|
| 1 | NAME OF REPORTING PERSONS 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"/> | |
| 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 51,425,306 |
| | 9 | SOLE DISPOSITIVE POWER -0- |
| | 10 | SHARED DISPOSITIVE POWER 51,425,306 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,425,306 | |
| 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) 24.8% (1) | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) PN | |

(1) Based on 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported in the Issuer's Quarterly Report on Form 0-Q filed with the Securities and Exchange Commission on October 28, 2024.

| | | |
|--|--|--|
| 1 | NAME OF REPORTING PERSONS 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"/> | |
| 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 51,425,306 |
| | 9 | SOLE DISPOSITIVE POWER -0- |
| | 10 | SHARED DISPOSITIVE POWER 51,425,306 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,425,306 | |
| 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) 24.8% (1) | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) PN | |

(1) Based on 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported in the Issuer's Quarterly Report on Form 0-Q filed with the Securities and Exchange Commission on October 28, 2024.

| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS 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"/> | |
| 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 51,425,306 |
| | 9 | SOLE DISPOSITIVE POWER -0- |
| | 10 | SHARED DISPOSITIVE POWER 51,425,306 |
| 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) 24.8% (1) | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) OO (Limited Liability Company) | |

(1) Based on 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported in the Issuer's Quarterly Report on Form 0-Q filed with the Securities and Exchange Commission on October 28, 2024.

| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS 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"/> | |
| 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 51,425,306 |
| | 9 | SOLE DISPOSITIVE POWER -0- |
| | 10 | SHARED DISPOSITIVE POWER 51,425,306 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,425,306 | |
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| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS 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"/> | |
| 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 51,425,306 |
| | 9 | SOLE DISPOSITIVE POWER -0- |
| | 10 | SHARED DISPOSITIVE POWER 51,425,306 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,425,306 | |
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| 14 | TYPE OF REPORTING PERSON (See Instructions) OO (Limited Liability Company) | |

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| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS 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"/> | |
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| | 8 | SHARED VOTING POWER 51,425,306 |
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| 14 | TYPE OF REPORTING PERSON (See Instructions) OO (Limited Liability Company) | |

(1) Based on 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported in the Issuer's Quarterly Report on Form 0-Q filed with the Securities and Exchange Commission on October 28, 2024.

| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS 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"/> | |
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| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER -0- |
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| 14 | TYPE OF REPORTING PERSON (See Instructions) PN | |

(1) Based on 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported in the Issuer's Quarterly Report on Form 0-Q filed with the Securities and Exchange Commission on October 28, 2024.

| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS 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"/> | |
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| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER -0- |
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| | 9 | SOLE DISPOSITIVE POWER -0- |
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| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.8% (1) | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) CO | |

(1) Based on 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported in the Issuer's Quarterly Report on Form 0-Q filed with the Securities and Exchange Commission on October 28, 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 51,425,306 |
| | 9 | SOLE DISPOSITIVE POWER -0- |
| | 10 | SHARED DISPOSITIVE POWER 51,425,306 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,425,306 | |
| 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) 24.8% (1) | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) OO (Limited Liability Company) | |

(1) Based on 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 28, 2024.

Item 1. Security and Issuer.

This Amendment No. 2 (this “Amendment”) amends and supplements the Schedule 13D filed on October 22, 2021, as amended by Amendment No. 1, filed on August 14, 2024 (as so amended, 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 50,487,544 shares of Common Stock, (ii) Associates VI-A is the record owner of 85,512 shares of Common Stock, and (iii) Associates VI-B is the record owner of 852,250 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:

November 2024 Offering

On November 11, 2024, Green LTF, Associates VI-A and Associates VI-B sold 3,673,168, 6,221 and 62,005 shares of Common Stock, respectively, at a price of \$24.18 per share pursuant to Rule 144 under the Securities Act of 1933, as amended (the “Securities Act”).

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> | <u>Shared Beneficial Ownership (Voting and Dispositive Power)</u> | <u>Percentage of Class Beneficially Owned*</u> |
|--------------------------|---|--|
| Green LTF | 51,425,306 | 24.8% |
| Associates VI-A | 51,425,306 | 24.8% |
| Associates VI-B | 51,425,306 | 24.8% |
| Other Reporting Persons | 51,425,306 | 24.8% |

- * Ownership percentages set forth in this Schedule 13D are based upon a total of 206,972,629 shares of Common Stock outstanding as of October 24, 2024, as reported by the Issuer in the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 28, 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 November 11, 2024, Green LTF, Associates VI-A and Associates VI-B sold 3,673,168, 6,221 and 62,005 shares of Common Stock, respectively, at a price of \$24.18 per share pursuant to Rule 144 under the Securities Act.
- (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.

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: November 13, 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

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