

**FORM 4**

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

OMB APPROVAL	
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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 TPG Group Holdings (SBS) Advisors, Inc.		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 type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		
C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300			10/12/2021		
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
FORT WORTH, TX 76102					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
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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		2,503,065	A	(4)	40,203,064	I	See Explanation of Responses (1) (2) (3) (6) (7)
Common Stock	10/12/2021		p(5)		2,866,666	A	\$ 18	43,069,730	I	See Explanation of Responses (1) (2) (3) (6) (7)

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

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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)	4. 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	Title	Amount or Number of Shares				
Series A Convertible Participating Preferred Stock	(4)	10/12/2021		C		2,032,318		(4)	(4)	Common Stock	2,503,065	(4)	0	I	See Explanation of Responses (1) (2) (3) (4) (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
TPG Advisors VII, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Michael LaGatta, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (8)		10/14/2021
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Michael LaGatta, Vice President, TPG Advisors VII, Inc. (8)		10/14/2021
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Gerald Neugebauer on behalf of David Bonderman (8)(9)		10/14/2021
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Gerald Neugebauer on behalf of James G. Coulter (8)(9)		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).

David Bonderman and James G. Coulter are controlling shareholders of each of (i) TPG Advisors VII, Inc. ("TPG Advisors VII") and (ii) TPG Group Holdings (SBS) Advisors, Inc. ("TPG Group Holdings" and, together with Messrs. Bonderman and Coulter and TPG Advisors VII, the "Reporting Persons"). TPG Advisors VII is the general partner of TPG VII Magni Co-Invest, L.P., which directly holds 5,169,207 shares of Common Stock, par value \$0.01 per share ("Common Stock"), of Life Time Group Holdings, Inc. (the "Issuer").

- TPG Group Holdings is the sole member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole shareholder of TPG Holdings III-A, Inc., which is the general partner of TPG Holdings III-A, L.P., which is the general partner of TPG Holdings III, L.P., which is the sole member of each of (i) TPG VII Magni GenPar Advisors, LLC and (ii) TPG Lonestar GenPar I Advisors, LLC. TPG VII Magni GenPar Advisors, LLC is the general partner of TPG VII Magni GenPar, L.P., which is the general partner of TPG VII Magni SPV, L.P., which directly holds 37,639,159 shares of Common Stock.
- (3) TPG Lonestar GenPar I Advisors, LLC is the general partner of TPG Lonestar GenPar I, L.P., which is the general partner of TPG Lonestar I, L.P. (together with TPG VII Magni Co-Invest, L.P. and TPG VII Magni SPV, L.P., the "TPG Funds"), which directly holds 261,364 shares of Common Stock.
- Pursuant to the Certificate of Designation (the "Certificate of Designation") of the Issuer pertaining to the shares of Series A Convertible Participating Preferred Stock, par value \$0.01 per share ("Series A Preferred Shares"), of the Issuer, the Series A Preferred Shares held by the
- (4) TPG Funds automatically converted into 2,503,065 shares of Common Stock upon the consummation of the Issuer's initial public offering on October 12, 2021. Pursuant to the Certificate of Designation, the Series A Preferred Shares had been convertible upon certain events, with the number of shares of Common Stock into which each Series A Preferred Share was convertible determined as set forth in the Certificate of Designation.
- (5) On October 12, 2021, in connection with the Issuer's initial public offering, the TPG Funds acquired an aggregate of 2,866,666 shares of Common Stock at a price of \$18.00 per share.
- (6) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each TPG Fund and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such TPG Fund's or such Reporting Person's pecuniary interest therein, if any.
- (7) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

**Remarks:**

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(9)

Gerald Neugebauer is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated February 26, 2020, which were previously filed with the Securities and Exchange Commission.

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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