

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): January 31, 2023**

**Life Time Group Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40887**  
(Commission  
File Number)

**47-3481985**  
(IRS Employer  
Identification No.)

**2902 Corporate Place  
Chanhassen, Minnesota 55317**

(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (952) 947-0000**

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, par value \$0.01 per share	LTH	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

Life Time Group Holdings, Inc., a Delaware corporation (the “Company”), has made presentation materials that will be used by the Company during investor meetings available on its website at <https://ir.lifetime.life/>. A copy of the Company’s presentation materials is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Investor Presentation of Life Time Group Holdings, Inc., dated January 31, 2023.</a>
104	Cover page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Life Time Group Holdings, Inc.**

Date: January 31, 2023

By: /s/ Robert Houghton  
Robert Houghton  
Executive Vice President and Chief Financial Officer



**LIFETIME**

# Investor Presentation

January 31, 2023

Rancho San Clemente, CA

# Legal Disclaimer

## Forward-Looking Statements

This presentation includes “forward-looking statements” within the meaning of federal securities regulations. Forward-looking statements in this presentation include, but are not limited to, the plans, strategies and prospects, both business and financial, of Life Time Group Holdings, Inc. (“we,” “us” or the “Company”), including its unaudited preliminary financial results for the fourth quarter and full-year fiscal year 2022 and its financial outlook for fiscal year 2023, future performance, opportunities for growth and margin expansion, consumer demand, industry and economic trends and successful signings and closings of sale-leaseback transactions (including the amount, pricing and timing thereof). These statements are based on the beliefs and assumptions of the Company’s management. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Generally, statements that are not historical facts, including statements concerning the Company’s possible or assumed future actions, business strategies, events or results of operations, are forward-looking statements. These statements may be preceded by, followed by or include the words “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking.

Factors that could cause actual results to differ materially from those forward-looking statements included in this presentation include, but are not limited to, risks relating to our business operations and competitive and economic environment, risks relating to our brand, risks relating to the growth of our business, risks relating to our technological operations, risks relating to our capital structure, risks relating to our human capital, risks relating to legal compliance and risk management, risks relating to our financial performance and risks relating to ownership of our common stock and the other important factors discussed under the caption “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Securities and Exchange Commission (the “SEC”) on March 10, 2022 (File No. 001-40887), as such factors may be updated from time to time in the Company’s other filings with the SEC, which are accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov).

These and other important factors could cause actual results to differ materially from those indicated by the forward-looking statements made in this presentation. Any forward-looking statement that the Company makes in this presentation speaks only as of the date of such statement. Except as required by law, the Company does not have any obligation to update or revise, or to publicly announce any update or revision to, any of the forward-looking statements, whether as a result of new information, future events or otherwise.

## Non-GAAP Financial Measure

This presentation includes Adjusted EBITDA, which is not presented in accordance with the generally accepted accounting principles in the United States (“GAAP”). This non-GAAP financial measure is not based on any comprehensive set of accounting rules or principles and should be considered in addition to, and not as a substitute for or superior to, net income (loss) as a measure of financial performance or any other performance measure derived in accordance with GAAP, and should not be construed as an inference that the Company’s future results will be unaffected by unusual or non-recurring items. In addition, this non-GAAP financial measure should be read in conjunction with the Company’s financial statements prepared in accordance with GAAP. The reconciliation of the Company’s non-GAAP financial measures to the corresponding GAAP measures should be carefully evaluated.

Please note that the Company has not provided the most directly comparable GAAP financial measure, or a quantitative reconciliation thereto, for the Adjusted EBITDA forward-looking guidance for 2023 included in this presentation in reliance on the unreasonable efforts exception provided under Item 10(e)(1)(i)(B) of Regulation S-K. Providing the most directly comparable GAAP financial measure, or a quantitative reconciliation thereto, cannot be done without unreasonable effort due to the inherent uncertainty and difficulty in predicting certain non-cash, material and/or non-recurring expenses or benefits; legal settlements or other matters; and certain tax positions. The variability of these items could have an unpredictable, and potentially significant, impact on our future GAAP financial results.

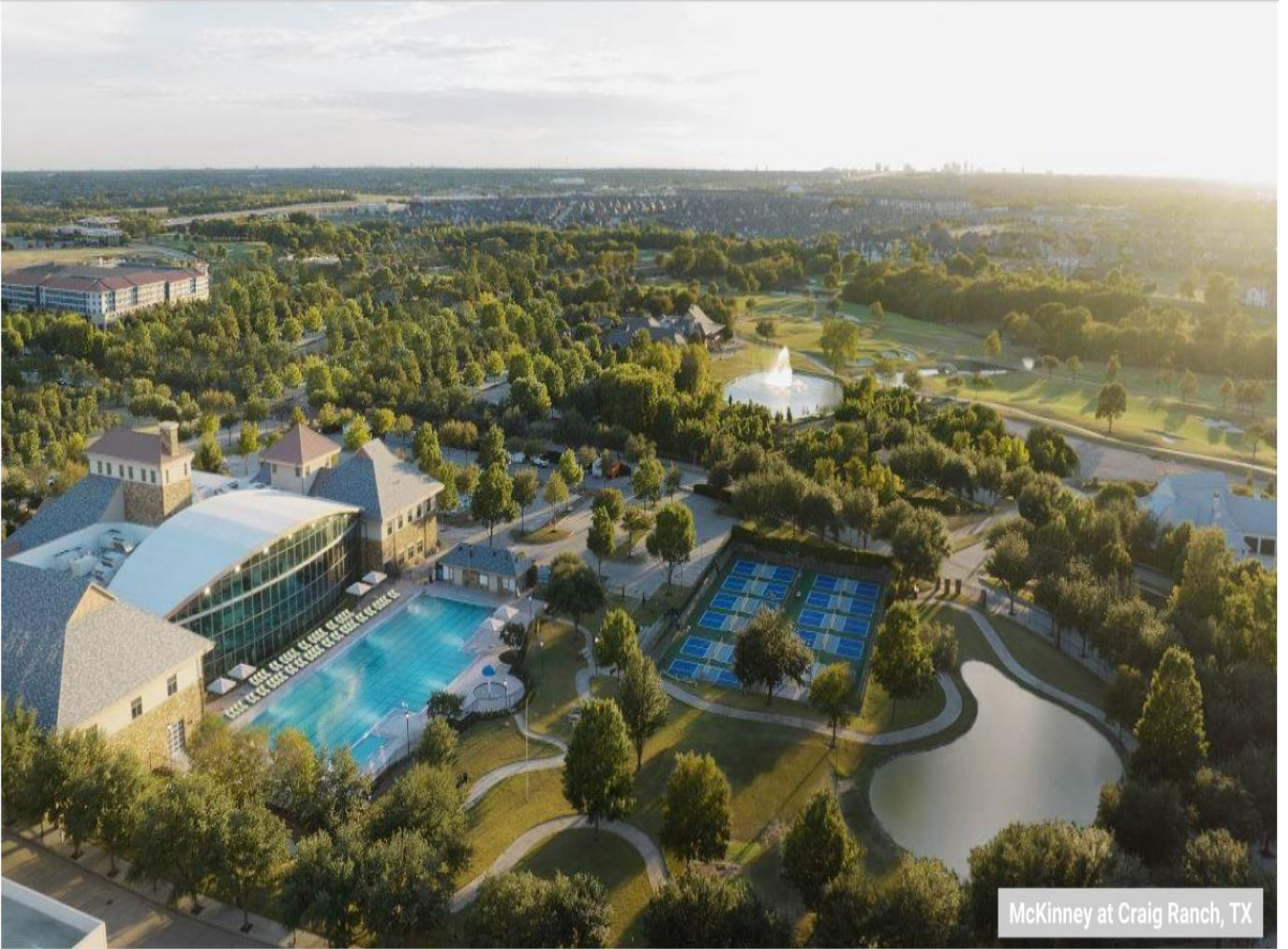
## Preliminary Financial Results

The preliminary financial results described herein are unaudited, based upon estimates, and subject to adjustment based on the completion of the Company’s year-end financial closing procedures. The preliminary financial results have been prepared by management solely on the basis of currently available information. The estimates do not represent, and are not a substitute for, a comprehensive statement of the Company’s financial results for the periods presented, and the Company’s actual results may differ from the estimates as a result of final adjustments, the completion of financial closing procedures, including the annual year-end independent audit review, and other developments after the date of this release. The Company expects to report its full fourth quarter and fiscal year 2022 financial results in March 2023.





# 2022 Preliminary Results



McKinney at Craig Ranch, TX

# Life Time Expects to Deliver Strong Fourth Quarter Results Including Net Income and Adjusted EBITDA Above Guidance

Summary of Preliminary 2022 Financial Results Provided on January 9, 2023

(\$MM)

	Q4 2022			FY 2022		
	Nov 9, 2022 Guidance	Prelim Results	Growth vs 2021 <sup>1</sup>	Nov 9, 2022 Guidance	Prelim Results	Growth vs 2021 <sup>1</sup>
Revenue	\$460 - \$490	\$472 - \$473	~31%	\$1,810 - \$1,840	\$1,822 - \$1,823	~38%
Net Income/(Loss)	\$(10) - \$(2)	\$10 - \$12	NM	\$(26) - \$(17)	\$(4) - \$(2)	NM
Adjusted EBITDA <sup>2</sup>	\$80 - \$90	\$104 - \$106	~119%	\$255 - \$265	\$279 - \$281	~250%
Rent	\$65 - \$70	\$65 - \$66	~19%	\$245 - \$250	\$244 - \$245	~16%

**2022 Q4 Net Income and Adjusted EBITDA** expected to finish above guidance due primarily to faster implementation of our margin expansion activities and lower than anticipated real estate taxes and expenses related to our self-insured medical plan



1. Growth calculated using the midpoint of range for illustrative purposes.
2. Refer to the reconciliation of non-GAAP to GAAP metrics in the appendix.

# Our Strategic Initiatives Are Working and Gaining Momentum

*Branding, Positioning, Programming and Pricing*

## Pickleball



**584% Increase in Unique Participants<sup>1</sup>**

## Dynamic Personal Training



**24% Increase in Total Sessions<sup>1</sup>**

## Small Group Training



**147% increase in Unique Participants<sup>1</sup>**

## ARORA



**168% Increase in Unique Participants<sup>1</sup>**

**Strategic Investments Driving Significant Increase in Club Usage and Increased Memberships**



1. Growth from January 2022 to December 2022.



# Continued Recovery Across Center Footprint

Reflects Clubs Open Prior to 2019 – **As of November 2022**

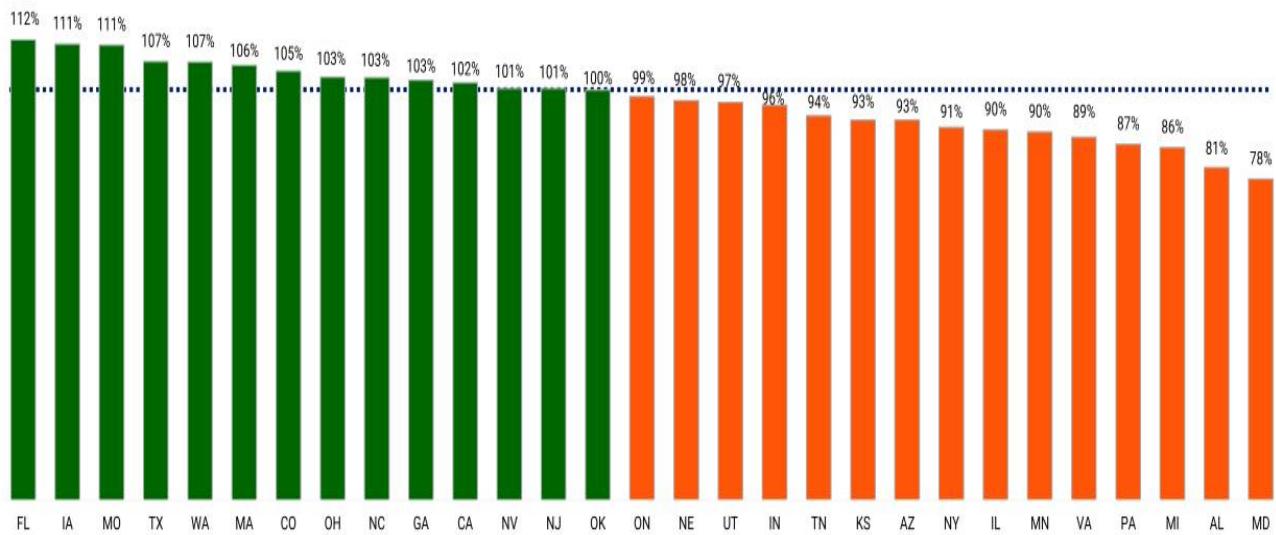
Membership Dues as a % of 2019 Revenue by State

(%)

56 Clubs Fully Recovered to 2019 Membership Dues Levels

14 States

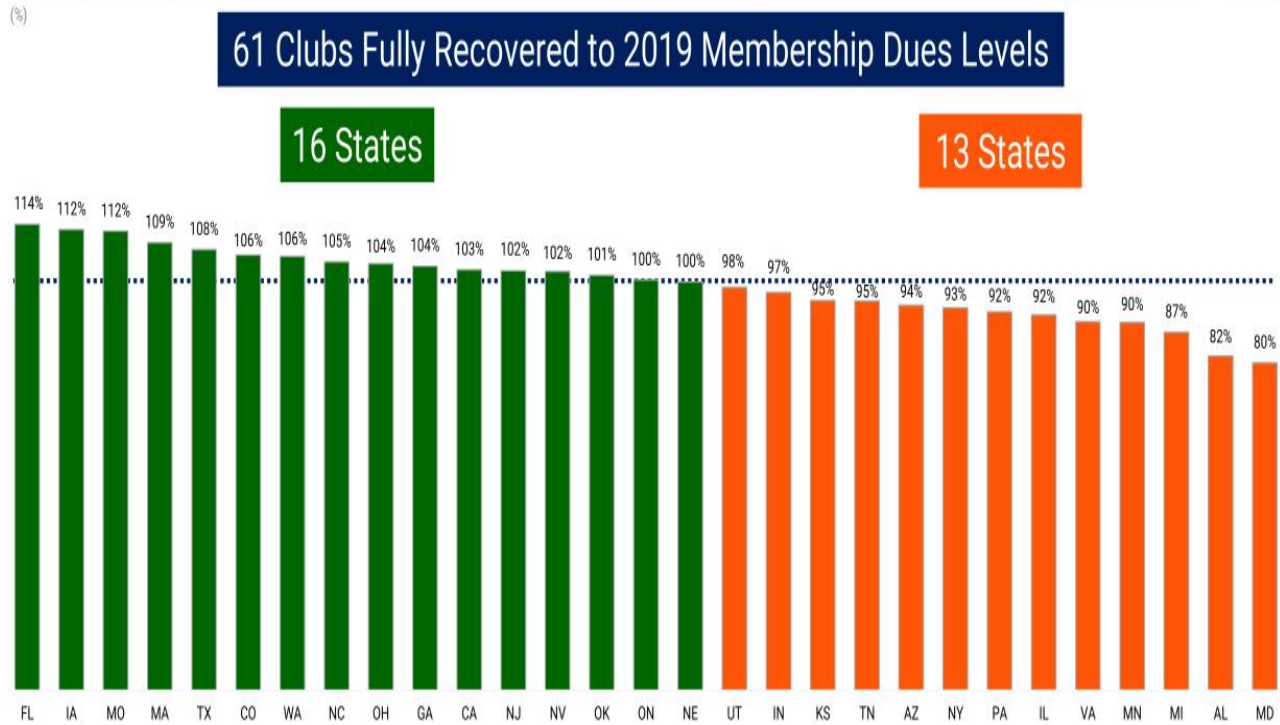
15 States



# Accelerated Recovery Across Center Footprint

Reflects Clubs Open Prior to 2019 – **As of December 2022**

Membership Dues as a % of 2019 Revenue by State



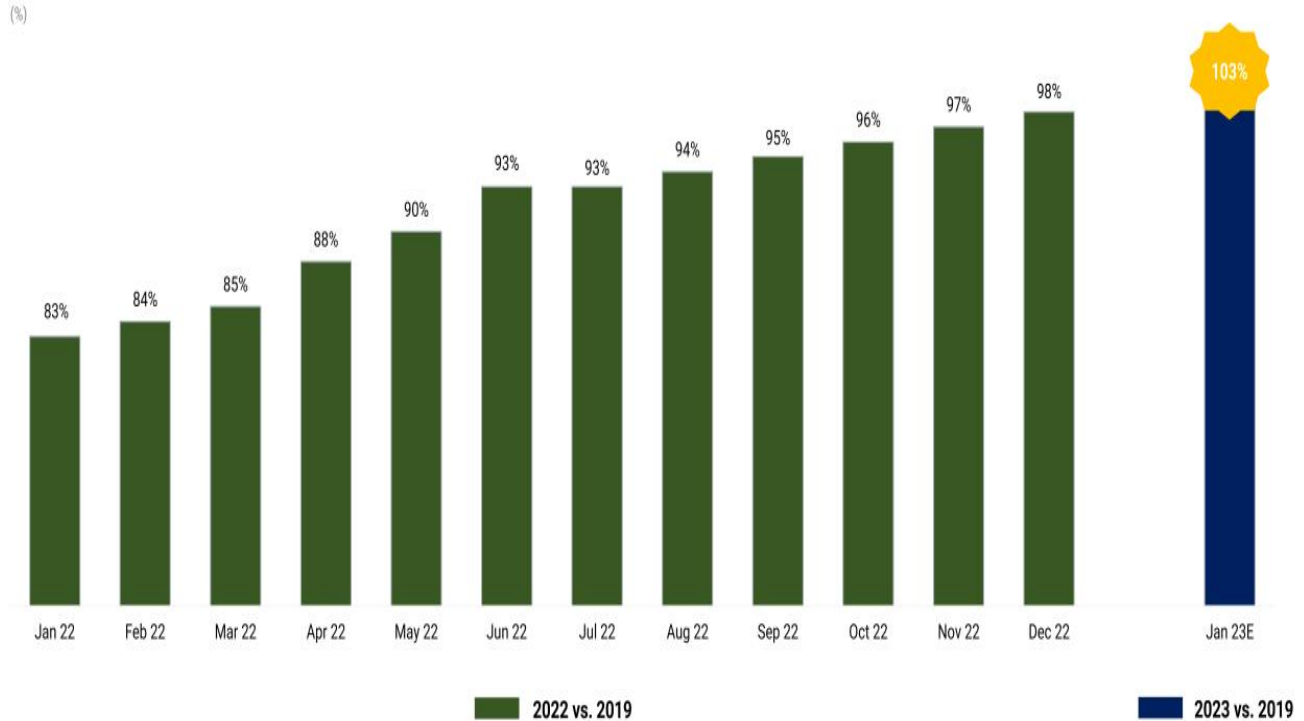
**Dues Recovery as a % of 2019 Dues Increased in 25 States from November to December 2022**



# Our Strategic Initiatives Are Working and Gaining Momentum

## *Branding, Positioning, Programming & Pricing*

Total Membership Dues – Clubs Open Prior to 2019 - as a % of 2019 Revenue by Month



**Membership Dues Have Recovered for Clubs Open Prior to 2019**



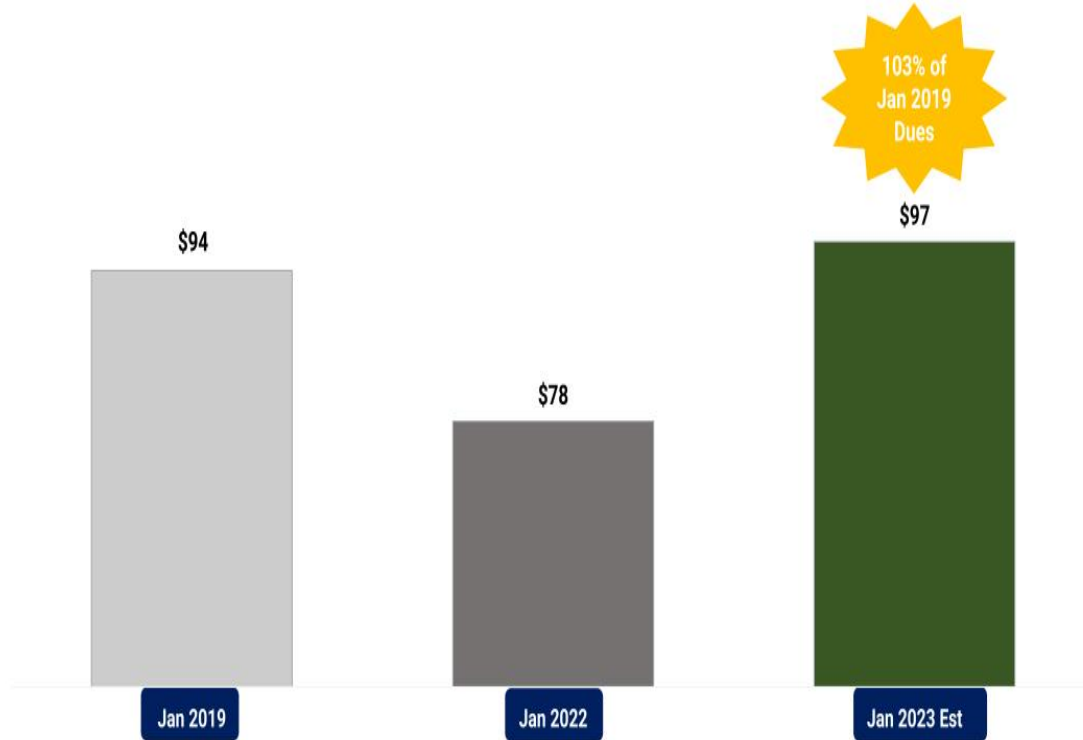
December 2022 and Estimated January 2023 as Provided on January 9, 2023.

# Our Strategies Are Working and Gaining Momentum

## *Branding, Positioning & Pricing*

Total Membership Dues – Clubs Open Prior to 2019 (\$MM)

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**Monthly Membership Dues Have Recovered for Clubs Open Prior to 2019**



Estimated January 2023 as Provided on January 9, 2023.



# 2023 Guidance



Palm Beach Gardens, FL

# Life Time Expects to Deliver Record-setting Performance in FY2023

2023 Guidance Provided on January 9, 2023

(\$MM)

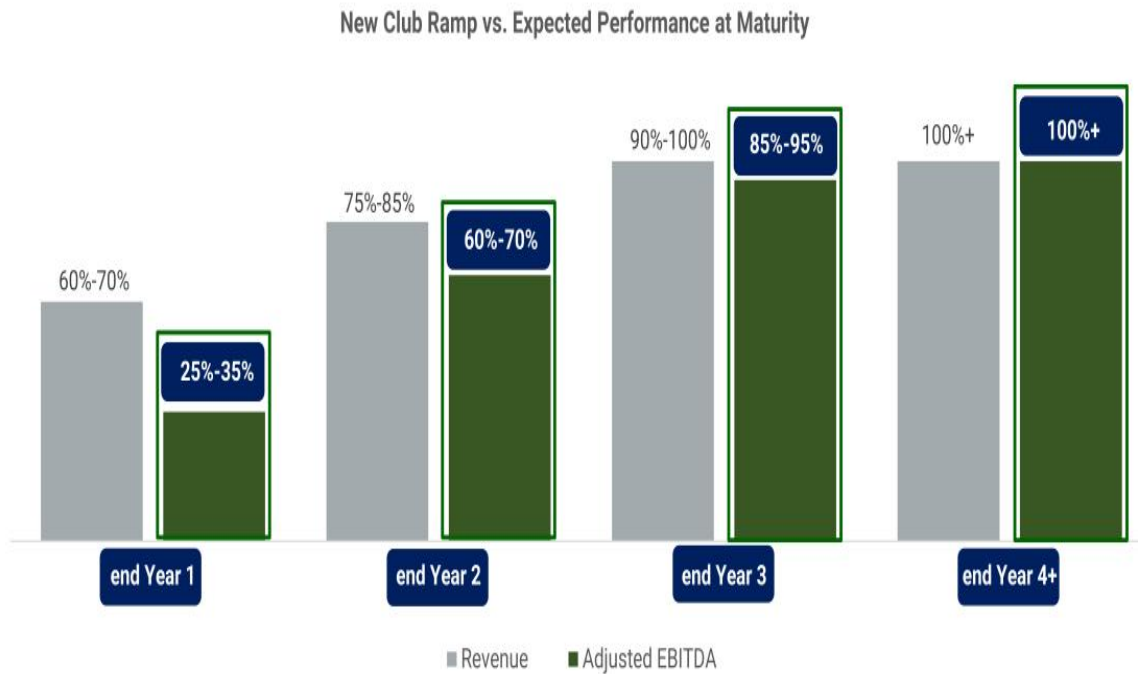
	FY 2023 Guidance	FY 2022 Prelim Results	% Change at Midpoint	FY 2023 Guidance	FY 2019 Actuals	% Change at Midpoint
Revenue	\$2,200 - \$2,300	\$1,822 - \$1,823	~23%	\$2,200 - \$2,300	\$1,900	~18%
Adjusted EBITDA	\$430 - \$450	\$279 - \$281	~57%	\$430 - \$450	\$438	~1%
Rent	\$280 - \$290	\$244 - \$245	~17%	\$280 - \$290	\$166	~72%

**2023 vs 2022:** Revenue growth expected from continued ramping of mature clubs, new club openings, strategic investments and pricing. Adjusted EBITDA growth expected from revenue growth and margin expansion activities.

**2023 vs. 2019:** Revenue growth expected from new club openings, strategic investments and pricing. Adjusted EBITDA expected to return to 2019 levels despite a ~72% increase in rent expense, double-digit inflation and significant public company expenses.



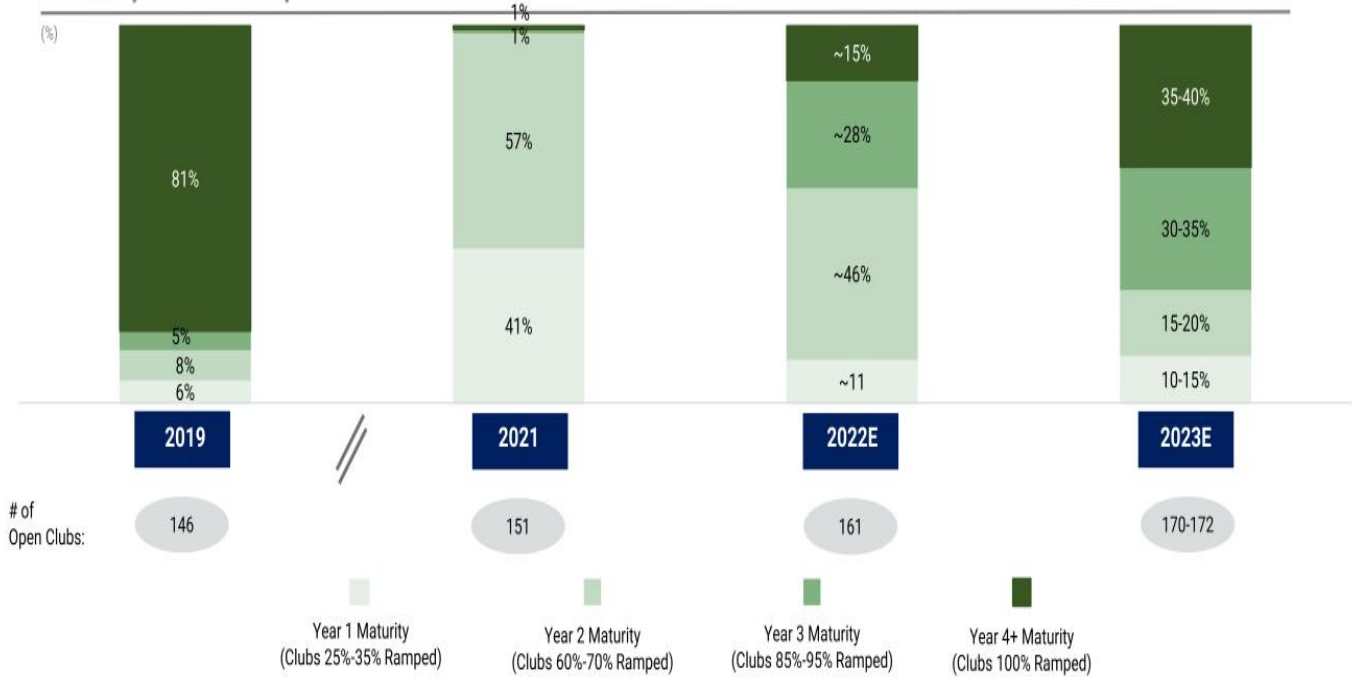
# Significant Revenue and EBITDA Opportunity



Significant Revenue and EBITDA Opportunity as Clubs Continue to Return to Expected Performance

# Robust Adjusted EBITDA Growth as Mature Clubs Continue Ramping to Pre-Pandemic Levels of Profitability

Club Maturity and Performance by Year



**Cash from operations and sale-leaseback proceeds will fund growth capital**  
**Growth includes continued execution of our capital light strategy**



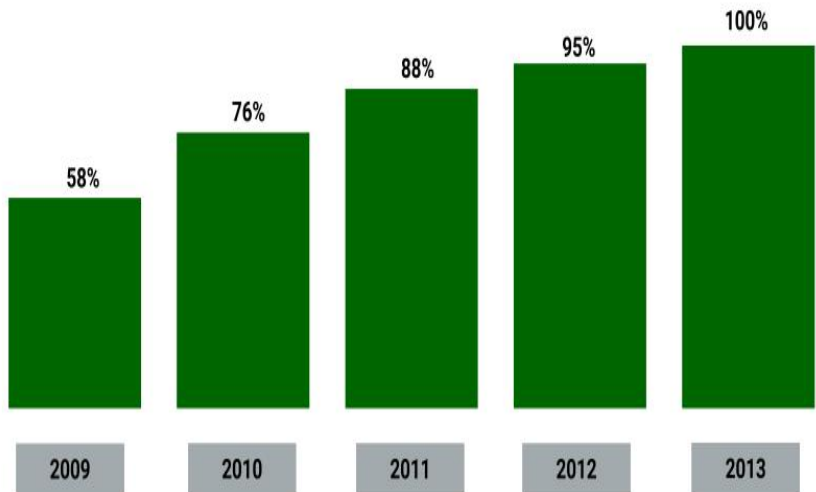
Historical figures based on company filings; 2022 and 2023 estimated figures based on company expectations.



# Strong New Club Ramp Has Occurred Even During a Recession

## Adjusted EBITDA as a % of Actual Performance at Maturity

### 11 Clubs Opened in 2008



Location	Month Opened in 2008
Parker, CO	Jan
Johns Creek, GA	May
West County-Chesterfield, MO	Jun
Mountain Brook, GA	Jun
Rockville, MD	Sep
City Centre-Houston, TX	Sep
Vernon Hills, IL	Sep
Mansfield, TX	Oct
Loudoun County, VA	Oct
Florham Park, NJ	Nov
Westminster, CO	Nov



# Multiple Tailwinds Exist for 2023

Multiple levers of revenue and margin expansion support our expectation for continued growth this year

<b>Ramp of Existing Clubs</b>	<ul style="list-style-type: none"><li>Continued ramp of existing clubs to mature levels of profitability</li></ul>
<b>New Clubs</b>	<ul style="list-style-type: none"><li>Expect to open 10 clubs in 2023 and have robust pipeline of additional clubs under development</li></ul>
<b>Membership</b>	<ul style="list-style-type: none"><li>Continued success in membership pricing initiatives throughout our club portfolio</li></ul>
<b>In-Center Revenue</b>	<ul style="list-style-type: none"><li>Expansion of in-center revenue due to programming investments made in 2022</li></ul>
<b>Margin Expansion</b>	<ul style="list-style-type: none"><li>Multiple margin expansion initiatives already yielding results</li></ul>
<b>Proven Track Record in Downturns</b>	<ul style="list-style-type: none"><li>Track record growing through prior recessions</li></ul>
<b>Deleveraging</b>	<ul style="list-style-type: none"><li>Continued natural deleveraging as a result of Adjusted EBITDA growth, supported by sale-leaseback strategy</li></ul>



# Life Time Is Well Positioned for Future Growth



Irvine - Lakeshore, CA

# Capital Light Investment Strategy Expected to Generate Significant Adjusted EBITDA and Strong ROIC

Dollars in Millions

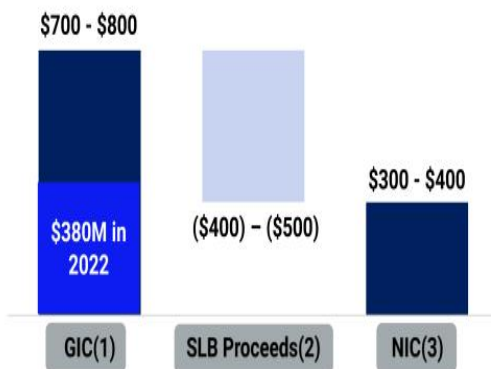
## Net Invested Capital and Expected Adjusted EBITDA Ramp for 18-20 Clubs Projected to Open in 2023 and 2024

We Deploy a Capital Light Investment Strategy



Expected to Generate Significant Future Adjusted EBITDA and Strong ROIC

### Estimated Invested Capital & SLB Proceeds



### Estimated Adjusted EBITDA Ramp versus Expected Performance at Maturity



## 2022: \$380M in Gross Invested Capital in Clubs Projected to Open in 2023 and 2024



1. Gross Invested Capital, net of tenant allowances; excludes proceeds from sale-leaseback activity
2. Estimated proceeds from sale-leaseback of owned clubs opened in 2023 & 2024. Expected timing of SLB proceeds is 2023-2025.
3. Net Invested Capital, net of estimated sale leaseback proceeds.



# Life Time Has Unique Strategic Position

## Existing Club Footprint

- Over 160 locations across North America

## New Club Pipeline

- 80+ locations in various stages of discussion and development

## Power of Life Time Brand Equity

- Over 100 billion brand impressions

## Consistent Track Record

- 30-year history of consistently delivering revenue and earnings growth



# Deliberate Recovery Strategy Expected to Result in Growth Beyond Pre-Pandemic Levels

<b>2020</b> Stabilize Company	<b>2021</b> Fortify Balance Sheet & Revenue Recovery	<b>2022</b> Revenue Recovery & Margin Improvement	<b>2023E</b> Continued Revenue Recovery & Margin Expansion
<ul style="list-style-type: none"> <li>History of growing Revenue and Adjusted EBITDA every year prior to 2020</li> <li>Government-mandated closures led to club shut-downs in March</li> <li>By 2020 year-end, a small number of clubs were partially open</li> </ul> <p>SLB Proceeds: \$236M</p> <p><i>Navigated club closure/reopening; Prudently managed the balance sheet</i></p>	<ul style="list-style-type: none"> <li>Strengthened balance sheet – refinanced \$2.3B of debt</li> <li>Conducted IPO – generated \$730M of gross proceeds</li> <li>Revenue recovery underway</li> </ul> <p>SLB Proceeds: \$74M</p> <p><i>Successfully refinanced debt and raised equity in a very difficult macro environment; Revenue growth driven by membership recovery</i></p>	<ul style="list-style-type: none"> <li>Continued Revenue recovery</li> <li>Strategic programming investments</li> <li>Mature club ramping</li> <li>Margin expansion activities begin September 2022</li> </ul> <p>SLB Proceeds: \$375M</p> <p><i>Multiple top and bottom-line strategic initiatives expected to deliver ~38% increase in Revenue and ~250% increase in Adjusted EBITDA</i></p>	<ul style="list-style-type: none"> <li>Continue revenue and profitability ramp of mature clubs</li> <li>In-center revenue increase from programming investments</li> <li>Continue margin expansion activities</li> </ul> <p>Planned SLB Proceeds of ~\$300M</p> <p><i>Expected to Surpass 2019 Revenue and 2019 Adjusted EBITDA despite ~\$120M increase in rent expense, double-digit inflation and public company costs</i></p>



# Appendix

## Reconciliation of Net Income (Loss) to Adjusted EBITDA for Fourth Quarter and Fiscal Year 2022 (\$ in millions) (Unaudited)

	Three Months Ended December 31, 2022	Twelve Months Ended December 31, 2022
Net income (loss)	\$10 - \$12	\$(4) - \$(2)
Interest expense, net of interest income	29 - 29	114 - 114
Provision for (benefit from) income taxes	1 - 3	(3) - (1)
Depreciation and amortization	58 - 57	230 - 229
Share-based compensation expense	6 - 5	39 - 38
COVID-19 related expenses	2 - 2	3 - 3
Gain on sale-leaseback transactions	1 - 1	(98) - (98)
Other non-recurring expenses	(3) - (3)	(2) - (2)
Adjusted EBITDA	<u>\$104 - \$106</u>	<u>\$279 - \$281</u>

