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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Partners Group Private Equity (Master Fund), LLC</u> (Last) (First) (Middle) <u>C/O PARTNERS GROUP (USA) INC.</u> <u>1114 AVENUE OF THE AMERICAS, 37TH FLOOR</u> (Street) <u>NEW YORK NY 10036</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Life Time Group Holdings, Inc. [LTH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of 10% Owner Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/14/2024		s ⁽¹⁾		650,000 ⁽²⁾	D	\$20.88	5,929,348 ⁽³⁾	I	See footnote ⁽⁴⁾

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person *

Partners Group Private Equity (Master Fund), LLC

(Last) (First) (Middle)

C/O PARTNERS GROUP (USA) INC.

1114 AVENUE OF THE AMERICAS, 37TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Partners Group Private Equity II, LLC

(Last) (First) (Middle)

C/O PARTNERS GROUP (USA) INC.

1114 AVENUE OF THE AMERICAS, 37TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
Partners Group Series Access II, LLC		
(Last)	(First)	(Middle)
C/O PARTNERS GROUP (USA) INC.		
1114 AVENUE OF THE AMERICAS, 37TH FLOOR		
(Street)		
NEW YORK	NY	10036
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person *		
Partners Group Access 83 PF LP		
(Last)	(First)	(Middle)
C/O PARTNERS GROUP (USA) INC.		
1114 AVENUE OF THE AMERICAS, 37TH FLOOR		
(Street)		
NEW YORK	NY	10036
(City)		
(State)	(Zip)	

Explanation of Responses:

1. Reflects shares of Common Stock of Life Time Group Holdings, Inc. (the "Issuer"), par value \$0.01 per share ("Common Stock"), sold pursuant to a public offering of the Issuer's Common Stock which closed on August 14, 2024 (the "Offering"), including full exercise of the option granted to the underwriters to acquire additional shares.
2. Represents 342,285 shares sold by Partners Group Private Equity (Master Fund), LLC ("PG Master Fund"), 752 shares sold by Partners Group Private Equity II, LLC ("PG PE II"), 23,622 shares sold by Partners Group Access 83 PF LP ("PG Access 83"), and 283,341 shares sold by Partners Group Series Access II, LLC, Series 61 ("PG Series 61").
3. 3,122,345 of such shares of Common Stock are directly held by PG Master Fund, 6,862 of such shares are directly held by PG PE II, 215,482 of such shares are directly held by PG Access 83 and 2,584,659 of such shares are directly held by PG Series 61.
4. The investment manager of PG Master Fund is Partners Group (USA) Inc. ("PG USA"). PG USA, PG PE II, PG Access 83 and PG Series 61 are indirectly controlled by Partners Group Holding AG. Each of PG Master Fund, PG PE II, PG Access 83 and PG Series 61 disclaims beneficial ownership of any securities that it does not directly beneficially own, except to the extent of its pecuniary interest, if any, therein.

Remarks:

The Reporting Persons may be deemed to be members of a "group" for the purposes of the Securities Exchange Act of 1934 by virtue of being parties to the Life Time Group Holdings, Inc. Third Amended and Restated Stockholders Agreement (the "Stockholders Agreement"). Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such Reporting Person. This report shall not be deemed an admission that the Reporting Persons are members of a group or the beneficial owners of any securities not directly owned by the Reporting Persons. The Reporting Persons disclaim beneficial ownership of any such securities except to the extent of their pecuniary interest, if any, therein. Pursuant to the Stockholders Agreement, Mr. Andres Small, an employee of an affiliate of the Reporting Persons, serves on the Issuer's board of directors as the Reporting Persons' representative.

[By: /s/ Janel Gruber-Stevens, Authorized Signatory of Partners Group \(USA\) Inc., investment manager of Partners Group Private Equity \(Master Fund\), LLC](#) 08/16/2024

[By: /s/ Hayley Elliot, Authorized Signatory of Partners Group \(USA\) Inc., investment manager of Partners Group Private Equity \(Master Fund\), LLC](#) 08/16/2024

[By: /s/ Janel Gruber-Stevens, Authorized Signatory of Partners Group US Management II LLC, manager of Partners Group Private Equity II, LLC](#) 08/16/2024

[By: /s/ Hayley Elliot, Authorized Signatory of Partners Group US Management II LLC, manager of Partners Group Private Equity II, LLC](#) 08/16/2024

[By: /s/ Janel Gruber-Stevens, Authorized Signatory of Partners Group US Management II LLC, manager of Partners Group Series Access II, LLC, Series 61](#) 08/16/2024

[By: /s/ Hayley Elliot, Authorized Signatory of Partners Group US Management II LLC, manager of Partners Group Series Access II, LLC, Series 61](#) 08/16/2024

[By: /s/ Janel Gruber-Stevens, Authorized Signatory of Partners Group Management \(Scots\) LLP, general partner of Partners Group Access 83 PF LP](#) 08/16/2024

[By: /s/ Hayley Elliot, Authorized
Signatory of Partners Group
Management \(Scots\) LLP, general
partner of Partners Group Access
83 PF LP](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.