

FORM 4

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

OMB APPROVAL
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Estimated average burden hours per response... 0.5

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 - Green LTF Holdings II LP		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 checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) 11111 SANTA MONICA BLVD., SUITE 2000	(First) 	(Middle) 	3. Date of Earliest Transaction (Month/Day/Year) 10/12/2021		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
(Street) LOS ANGELES, CA 90025	(City) 	(State) 	(Zip) 	4. If Amendment, Date 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	10/12/2021		C		2,197,020 (1)	A	(2)	52,670,520 (3)	D (4) (5) (6)	
Common Stock	10/12/2021		C		4,074 (7)	A	(2)	97,678 (8)	D (4) (5) (6)	
Common Stock	10/12/2021		C		40,606 (9)	A	(2)	973,502 (10)	D (4) (5) (6)	
Common Stock	10/12/2021		P		5,000,000 (11)	A	\$ 18	57,670,520 (3)	D (4) (5) (6)	

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)	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 Preferred Stock	(2)	10/12/2021		C			1,783,830	(2)	(2)	Common Stock	2,197,020	(2)	0	D (4) (5) (6) (12)	
Series A Preferred Stock	(2)	10/12/2021		C			3,308	(2)	(2)	Common Stock	4,074	(2)	0	D (4) (5) (6) (13)	
Series A Preferred Stock	(2)	10/12/2021		C			32,970	(2)	(2)	Common Stock	40,606	(2)	0	D (4) (5) (6) (14)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green LTF Holdings II LP 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
GEI Capital VI, LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side VI, L.P. 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors VI, L.P. 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green VI Holdings, LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
Leonard Green & Partners, L.P. 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP Associates VI-A LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP Associates VI-B LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP MANAGEMENT INC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
PERIDOT COINVEST MANAGER LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		

Signatures

/s/ Andrew C. Goldberg, Attorney-in-fact <small>Signature of Reporting Person</small>	10/14/2021 <small>Date</small>
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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).

- (1) Represents shares of Common Stock of the Issuer acquired by Green LTF Holdings II LP ("Green LTF") pursuant to the automatic conversion of shares of Series A Preferred Stock upon the closing of the Issuer's initial public offering in accordance with the Certificate of Designations p
- (2) Each share of Series A Preferred Stock automatically converted into Common Stock upon the closing of the Issuer's initial public offering in accordance with the Certificate of designations pertaining to the Series A Preferred Stock.
- (3) Represents shares of Common Stock owned by Green LTF.
- (4) Green Equity Investors VI, L.P. ("GEI VI") and Green Equity Investors Side VI, L.P. ("GEI Side VI") are limited partners of Green LTF. GEI Capital VI, LLC ("Capital") is the general partner of GEI VI and GEI Side VI. Leonard Green & Partners, L.P. ("LGP") is the management con Associates VI-A LLC ("Associates VI-A") and LGP Associates VI-B LLC ("Associates VI-B").
- (5) Each of Green LTF, Associates VI-A, Associates VI-B, GEI VI, GEI Side VI, Holdings, Capital, LGP, LGPM, and Peridot directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Ex
- (6) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein and not held for record by such Reporting Person, except to the extent of its pecuniary interest therein. This report shall not otherwise be deemed an admission that the Reporting Persons are th
- (7) Represents shares of Common Stock of the Issuer acquired by Associates VI-A pursuant to the automatic conversion of shares of Series A Preferred Stock upon the closing of the Issuer's initial public offering in accordance with the Certificate of Designations pertaining to the Series A I
- (8) Represents shares of Common Stock owned by Associates VI-A.
- (9) Represents shares of Common Stock of the Issuer acquired by Associates VI-B pursuant to the automatic conversion of shares of Series A Preferred Stock upon the closing of the Issuer's initial public offering in accordance with the Certificate of Designations pertaining to the Series A I
- (10) Represents shares of Common Stock owned by Associates VI-B.
- (11) Represents shares of Common Stock purchased by Green LTF.
- (12) The securities reported on this row are held by Green LTF.
- (13) The securities reported on this row are held by Associates VI-A.
- (14) The securities reported on this row are held by Associates VI-B.

Remarks:

Messrs. John Danhaki and J. Kristofer Galashan are members of the board of directors of the Issuer, and each is a partner of LGP, which is an affiliate of the other reporting persons (the "LGP Entities"). Accordingly, Messrs. Danhaki and

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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