

FORM 4

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

OMB APPROVAL

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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>Green LTF Holdings II LP</u> (Last) (First) (Middle) <u>11111 SANTA MONICA BLVD.</u> <u>SUITE 2000</u> (Street) <u>LOS ANGELES</u> <u>CA</u> <u>90025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Life Time Group Holdings, Inc. [LTH]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	03/03/2025		S ⁽¹⁾		9,691,673 ⁽²⁾	D	\$30.13	40,795,871 ⁽³⁾	D ⁽⁴⁾⁽⁵⁾⁽⁶⁾	
Common Stock	03/03/2025		S ⁽¹⁾		16,415 ⁽⁷⁾	D	\$30.13	69,097 ⁽⁸⁾	D ⁽⁴⁾⁽⁵⁾⁽⁶⁾	
Common Stock	03/03/2025		S ⁽¹⁾		163,599 ⁽⁹⁾	D	\$30.13	688,651 ⁽¹⁰⁾	D ⁽⁴⁾⁽⁵⁾⁽⁶⁾	

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	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person* <u>Green LTF Holdings II LP</u> (Last) (First) (Middle) <u>11111 SANTA MONICA BLVD.</u> <u>SUITE 2000</u> (Street) <u>LOS ANGELES</u> <u>CA</u> <u>90025</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GEI Capital VI, LLC</u> (Last) (First) (Middle) <u>11111 SANTA MONICA BLVD.</u> <u>SUITE 2000</u> (Street) <u>LOS ANGELES</u> <u>CA</u> <u>90025</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Green Equity Investors Side VI, L.P.</u> (Last) (First) (Middle)

11111 SANTA MONICA BLVD.
SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person *
[Green Equity Investors VI, L.P.](#)

(Last) (First) (Middle)
11111 SANTA MONICA BLVD.
SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person *
[Green VI Holdings, LLC](#)

(Last) (First) (Middle)
11111 SANTA MONICA BLVD.
SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person *
[Leonard Green & Partners, L.P.](#)

(Last) (First) (Middle)
11111 SANTA MONICA BLVD.
SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person *
[LGP Associates VI-A LLC](#)

(Last) (First) (Middle)
11111 SANTA MONICA BLVD.
SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person *
[LGP Associates VI-B LLC](#)

(Last) (First) (Middle)
11111 SANTA MONICA BLVD.
SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person *
[LGP MANAGEMENT INC](#)

(Last) (First) (Middle)

1111 SANTA MONICA BLVD. SUITE 2000		
(Street)		
LOS ANGELES	CA	90025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>PERIDOT COINVEST MANAGER LLC</u>		
(Last) (First) (Middle)		
1111 SANTA MONICA BLVD. SUITE 2000		
(Street)		
LOS ANGELES	CA	90025
(City) (State) (Zip)		

- Explanation of Responses:**
- 1. Reflects shares of Common Stock of 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 March 3, 2025.
 - 2. Represents shares of Common Stock sold by Green LTF Holdings II LP ("Green LTF").
 - 3. Represents shares of Common Stock held 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 company of GEI VI and GEI Side VI, and an affiliate of Capital. LGP Management, Inc. ("LGPM") is the general partner of LGP. Green VI Holdings, LLC ("Holdings") is a limited partner of GEI VI. Peridot Coinvest Manager LLC ("Peridot") is the general partner of Green LTF and the management company of LGP 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 Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the securities held by Green LTF, Associates VI-A and Associates VI-B and, therefore, a "ten percent holder" hereunder.
 - 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 the beneficial owners of such securities not held for record by the respective Reporting Person, for purposes of Section 16 or for any other purpose.
 - 7. Represents shares of Common Stock sold by Associates VI-A.
 - 8. Represents shares of Common Stock held by Associates VI-A.
 - 9. Represents shares of Common Stock sold by Associates VI-B.
 - 10. Represents shares of Common Stock 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 Galashan may be determined to represent the interests of the LGP Entities on the board of directors of the Issuer, and accordingly, the LGP Entities may be deemed to be a director for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

/s/Andrew C. Goldberg, Attorney-
in-fact 03/05/2025

** 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.