

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>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</u> <u>NY</u> <u>10036</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) Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>Member of 10% Owner Group</u> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <u>X</u> 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⁾		1,061,014 ⁽²⁾	D	\$30.13	4,466,207 ⁽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		Date Exercisable	Expiration Date					

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</u> <u>NY</u> <u>10036</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Partners Group Private Equity II, 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</u> <u>NY</u> <u>10036</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Partners Group Series Access II, LLC</u> (Last) (First) (Middle) <u>C/O PARTNERS GROUP (USA) INC.</u>

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 March 3, 2025.
2. Represents 558,721 shares sold by Partners Group Private Equity (Master Fund), LLC ("PG Master Fund"), 1,228 shares sold by Partners Group Private Equity II, LLC ("PG PE II"), 38,559 shares sold by Partners Group Access 83 PF LP ("PG Access 83"), and 462,506 shares sold by Partners Group Series Access II, LLC, Series 61 ("PG Series 61").
3. 2,351,867 of such shares of Common Stock are directly held by PG Master Fund, 5,169 of such shares are directly held by PG PE II, 162,309 of such shares are directly held by PG Access 83 and 1,946,862 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 AG, attorney-in-fact for
Partners Group (USA) Inc., 03/05/2025
investment manager of Partners
Group Private Equity (Master
Fund), LLC

By: /s/ Hayley Elliot, Authorized
Signatory of Partners Group AG,
attorney-in-fact for Partners Group 03/05/2025
(USA) Inc., investment manager of
Partners Group Private Equity,
(Master Fund), LLC

By: /s/ Janel Gruber-Stevens,
Authorized Signatory of Partners
Group AG, attorney-in-fact for 03/05/2025
Partners Group US Management II
LLC, manager of Partners Group
Private Equity II, LLC

By: /s/ Hayley Elliot, Authorized
Signatory of Partners Group AG,
attorney-in-fact for Partners Group 03/05/2025
US Management II LLC, manager
of Partners Group Private Equity,
II, LLC

By: /s/ Janel Gruber-Stevens,
Authorized Signatory of Partners
Group AG, attorney-in-fact for 03/05/2025
Partners Group US Management II
LLC, manager of Partners Group
Series Access II, LLC, Series 61

By: /s/ Hayley Elliot, Authorized
Signatory of Partners Group AG,
attorney-in-fact for Partners Group 03/05/2025
US Management II LLC, manager
of Partners Group Series Access II,
LLC, Series 61

By: /s/ Janel Gruber-Stevens,
Authorized Signatory of Partners
Group Management (Scots) LLP, 03/05/2025
general partner of Partners Group
Access 83 PF LP

By: /s/ Hayley Elliot, Authorized 03/05/2025
Signatory of Partners Group
Management (Scots) LLP, general

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.

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