

FORM 3

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

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response... 0.5

INITIAL STATEMENT OF 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 [*] MSD Partners, L.P.			2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2021		3. Issuer Name and Ticker or Trading Symbol Life Time Group Holdings, Inc. [LTH]		
(Last)	(First)	(Middle)			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
645 FIFTH AVENUE, 21ST FLOOR					(Check all applicable) ____ 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
(Street)			NEW YORK, NY 10022				
(City)			(State)			(Zip)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	219,000	I	See footnotes (1) (2) (3)

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(3)	(3)	Common Stock	(3)	\$ (3)	I	See Footnotes (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MSD Partners, L.P. 645 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10022		X		
MSD EIV Private Life Time, LLC 645 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10022		X		

Signatures

MSD PARTNERS, L.P. By: MSD Partners (GP), LLC Its: General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager		10/07/2021
^{**} Signature of Reporting Person		Date
MSD EIV Private Life Time, LLC By: MSD Partners, L.P. Its: Manager By: MSD Partners (GP), LLC Its: General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager		10/07/2021
^{**} Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) This statement is jointly filed by and on behalf of each of MSD Partners, L.P. ("MSD Partners") and MSD EIV Private Life Time, LLC ("MSD EIV Private Life Time"). MSD EIV Private Life Time is the record and direct beneficial owner of the shares of the issuer's securities reported herein. MSD Partners is the manager of MSD EIV Private Life Time and may be deemed to beneficially own securities owned by MSD EIV Private Life Time. MSD Partners (GP), LLC ("MSD GP", and together with MSD Partners and MSD EIV Private Life Time, the "MSD Parties") is the general partner of MSD Partners and may be deemed to beneficially own securities owned by MSD Partners. Each of John Phelan, Marc R. Lisker and Brendan Rogers is a manager of MSD GP and may be deemed to beneficially own securities owned by MSD GP. Each of Messrs. Phelan, Lisker and Rogers disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein.

(2) The MSD Parties and each of Messrs. Phelan, Lisker and Rogers may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934 (the "Act"). Each of the MSD Parties and each of Messrs. Phelan, Lisker and Rogers declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

(3) Represents 8,937 shares of the issuer's Series A preferred stock owned by the reporting persons. Each share of Series A preferred stock will automatically convert 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. The Series A preferred stock has no expiration date.

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

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