

FORM 4

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

OMB APPROVAL	
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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* MSD Partners, L.P.			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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(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		
645 FIFTH AVENUE, 21ST FLOOR			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) NEW YORK, NY 10022								
(City)	(State)	(Zip)	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		11,007	A	(1)	230,007	I	See footnotes (2) (3)

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)	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 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	10/12/2021		C		8,937	(1)	(1)	Common Stock	11,007	(1)	0	I	See Footnotes (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

/s/ MSD PARTNERS, L.P. By: MSD Partners (GP), LLC Its: General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager	10/14/2021
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--Signature of Reporting Person

Date

/s/ 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

10/14/2021

--Signature of Reporting Person

Date

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) 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.

(2) 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.

(3) The MSD Parties and each of Messrs. Phelan, Lisker and Dell 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 Dell 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.

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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