

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 TPG GP A, LLC (Last) (First) (Middle) C/O TPG INC., 301 COMMERCE STREET, SUITE 3300 (Street) FORT WORTH, TX 76102 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/12/2022	3. Issuer Name and Ticker or Trading Symbol Life Time Group Holdings, Inc. [LTH]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. If Amendment, Date Original Filed(Month/Day/Year)	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 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	43,069,730	I	See Explanation of Responses (1) (2) (3) (4) (5) (6)

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

SEC 1473 (7-02)

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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			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG GP A, LLC C/O TPG INC. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
WINKELRIED JON C/O TPG INC. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Bradford Berenson, General Counsel, TPG GP A, LLC (7)		01/21/2022
<small>Signature of Reporting Person</small>		Date
/s/ Gerald Neugebauer on behalf of Jon Winkelried (7)(8)		01/21/2022
<small>Signature of Reporting Person</small>		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).
- On January 12, 2022, in connection with TPG Inc.'s initial public offering, TPG Inc. engaged in certain transactions as part of a corporate reorganization. As a result of the reorganization, TPG GP A, LLC ("TPG GP A") replaced TPG Group Holdings (SBS) Advisors, Inc. as the managing member of TPG Group Holdings (SBS) Advisors, LLC and thus is replacing TPG Group Holdings (SBS) Advisors, Inc. as a Reporting Person for purposes of filings under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including as it relates to the shares of Common Stock ("Common Stock") of Life Time Group Holdings, Inc.
- (1) TPG GP A is owned by entities owned by Messrs. David Bonderman, James G. Coulter and Jon Winkelried (together with TPG GP A, the "Reporting Persons"). Because of the relationship of Messrs. Bonderman, Coulter and Winkelried to TPG GP A, each of Messrs. Bonderman, Coulter and Winkelried may be deemed to beneficially own the shares of Common Stock held by the TPG Funds (as defined below). Messrs. Bonderman and Coulter previously disclosed their beneficial ownership of shares of Common Stock on a Form 3 filed October 7, 2021. Mr. Winkelried does not directly own any shares of Common Stock.
- (2) TPG GP A is the managing member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG Inc., which is the controlling shareholder of TPG GPCo, Inc., which (i) is the sole shareholder of TPG Holdings III-A, Inc., and (ii) exercises control over TPG VII Magni Co-Invest, L.P. ("TPG VII Magni Co-Invest"), which directly holds 5,169,207 shares of Common Stock.
- (3) TPG Holdings III-A, Inc. is the general partner of TPG Holdings III-A, L.P., which is the general partner of TPG Operating Group III, L.P., which is the sole member of each of (i) TPG VII Magni GenPar Advisors, LLC, and (ii) TPG Lonestar GenPar I Advisors, LLC. TPG VII Magni GenPar Advisors, LLC is the general partner of TPG VII Magni GenPar, L.P., which is the general partner of TPG VII Magni SPV, L.P., ("TPG VII Magni"), which directly holds 37,639,159 shares of Common Stock. TPG Lonestar GenPar I Advisors, LLC is the general partner of TPG Lonestar GenPar I, L.P., which is the general partner of TPG Lonestar I, L.P. ("TPG Lonestar") and, together with TPG VII Magni Co-Invest and TPG VII Magni, the "TPG Funds").
- (4) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each TPG Fund and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such TPG Fund's or such Reporting Person's pecuniary interest therein, if any.
- (5) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- (6)

Remarks:

- 7. The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.
- 8. Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to authorization and designation letter dated October 12, 2020, which was previously filed with the Securities and Exchange Commission

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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