

As filed with the Securities and Exchange Commission on March 15, 2022

Registration No. 333-

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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Life Time Group Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-3481985
(IRS Employer Identification No.)

**2902 Corporate Place
Chanhassen, Minnesota 55317**
(Address, including zip code of Principal Executive Offices)

LIFE TIME GROUP HOLDINGS, INC. 2021 INCENTIVE AWARD PLAN
(Full title of the plan)

**Thomas E. Bergmann
Chief Financial Officer
2902 Corporate Place
Chanhassen, Minnesota 55317
952-947-0000**
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the "Commission") for the purpose of registering an additional 7,722,397 shares of Common Stock, par value \$0.01 per share, of Life Time Group Holdings, Inc. (the "Registrant"), issuable under the following employee benefit plan for which a Registration Statement on Form S-8 (File No. 333-260197) is effective: the 2021 Incentive Award Plan (the "2021 Plan") which, as a result of an automatic annual increase provision therein, added 7,722,397 shares of Common Stock.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registrant's Registration Statement on [Form S-8 \(File No. 333-260197\)](#), relating to the 2021 Plan, filed with the Commission on October 12, 2021, is incorporated herein by reference.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Life Time Group Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-40887), filed on October 12, 2021 with the Commission).
4.2	Third Amended and Restated Bylaws of Life Time Group Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-40887), filed on October 12, 2021 with the Commission).
5.1	Opinion of Faegre Drinker Biddle & Reath LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Faegre Drinker Biddle & Reath LLP (included in Exhibit 5.1).
99.1	2021 Incentive Award Plan (incorporated by reference to Exhibit 10.19 to the Company's Amended Registration Statement (File No. 333-259495), filed on September 29, 2021 with the Commission).
107	Filing Fee Table.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chanhassen, State of Minnesota, on March 15, 2022.

LIFE TIME GROUP HOLDINGS, INC.

By: /s/ Bahram Akradi
Bahram Akradi
Founder, Chairman & Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints each of the Company's Chief Executive Officer and Chief Financial Officer (currently Bahram Akradi and Thomas E. Bergmann, respectively) as such person's true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto such attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing necessary or advisable to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, each acting alone, or such person's substitute or substitutes, lawfully may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Bahram Akradi</u> Bahram Akradi	Founder, Chairman & Chief Executive Officer (Principal Executive Officer)	March 15, 2022
<u>/s/ Thomas E. Bergmann</u> Thomas E. Bergmann	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 15, 2022
<u>/s/ Jimena Almendares</u> Jimena Almendares	Director	March 9, 2022
<u>/s/ Joel Alsfine</u> Joel Alsfine	Director	March 9, 2022
<u>/s/ Jonathan Coslet</u> Jonathan Coslet	Director	March 9, 2022
<u>/s/ John G. Danhaki</u> John G. Danhaki	Director	March 9, 2022

<u>/s/ J. Kristofer Galashan</u> J. Kristofer Galashan	Director	March 9, 2022
<u>/s/ Paul Hackwell</u> Paul Hackwell	Director	March 9, 2022
<u>/s/ David A. Landau</u> David A. Landau	Director	March 9, 2022
<u>/s/ Stuart Lasher</u> Stuart Lasher	Director	March 9, 2022
<u>/s/ Alejandro Santo Domingo</u> Alejandro Santo Domingo	Director	March 9, 2022
<u>/s/ Andres Small</u> Andres Small	Director	March 9, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Life Time Group Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	457(c) and 457(h)	7,722,397 (2)	\$11.91 (3)	\$91,973,748.30	0.0000927	\$8,525.97
Total Offering Amounts					\$91,973,748.30		\$8,525.97
Total Fee Offsets							\$0
Net Fee Due							\$8,525.97

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under 2021 Incentive Award Plan (the "2021 Plan") by reason of any stock split, stock dividend or other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of outstanding Common Stock.
- (2) Represents additional shares of Common Stock that became issuable under the 2021 Plan as of January 1, 2022, by operation of an automatic annual increase provision therein.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is calculated on the basis of \$11.91, the average of the high and low price of the registrant's common stock on March 11, 2022, as reported on the New York Stock Exchange, which is within five business days prior to filing of this Registration Statement.



faegredrinker.com

March 15, 2022

Life Time Group Holdings, Inc.
2902 Corporate Place
Chanhassen, Minnesota 55317

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Life Time Group Holdings, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), relating to the issuance of up to 7,722,397 additional shares the Company's Common Stock, par value \$0.01 per share (the "Shares"), which may be issued pursuant to the 2021 Incentive Award Plan (the "Plan").

For purposes of this opinion letter, we have examined the Plan, the Registration Statement, the amended and restated certificate of incorporation, as currently in effect, and the amended and restated bylaws, as currently in effect, of the Company, the resolutions of the Company's board of directors authorizing the issuance of the Shares and such corporate and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of statutes as we have deemed relevant and necessary in connection with the opinions hereinafter expressed. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, of officers and representatives of the Company and of others, without any independent verification thereof.

In our examination, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based on and subject to the foregoing and to the other qualifications, assumptions and limitations set forth herein, we are of the opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the Plan and that, when (a) the Shares have been issued and sold as contemplated in the Registration Statement and related prospectus and in accordance with the Plan, and (b) the consideration for the Shares specified in the Plan has been received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We are admitted to the practice of law in the State of Minnesota.

This opinion speaks only as of the date the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion thereafter. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Yours very truly,

FAEGRE DRINKER BIDDLE & REATH LLP

By: /s/ Ryan R. Woessner
Ryan R. Woessner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 10, 2022, relating to the financial statements of Life Time Group Holdings, Inc. and its subsidiaries, appearing in the Annual Report on Form 10-K of Life Time Group Holdings, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota

March 15, 2022