

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Summit Partners Growth Equity Fund IX-A, L.P.</u> _____ (Last) (First) (Middle) SUMMIT PARTNERS, 222 BERKELEY ST FL 18 _____ (Street) BOSTON MA 02116 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LifeStance Health Group, Inc. [LFST]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	05/24/2024		S		3,802,345 ⁽¹⁾	D	\$5.89	41,932,358 ⁽²⁾	D ⁽³⁾⁽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*
Summit Partners Growth Equity Fund IX-A, L.P.

 (Last) (First) (Middle)
 SUMMIT PARTNERS, 222 BERKELEY ST FL 18

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Summit Partners Growth Equity Fund IX-B, L.P.

 (Last) (First) (Middle)
 SUMMIT PARTNERS, 222 BERKELEY ST FL 18

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SUMMIT INVESTORS GE IX/VC IV (UK), L.P.

 (Last) (First) (Middle)

222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SUMMIT INVESTORS GE IX/VC IV, LLC

(Last) (First) (Middle)

222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Summit Partners Entrepreneur Advisors Fund II, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. Represents 2,328,399 shares sold by Summit Partners Growth Equity Fund IX-A, L.P., 1,453,820 shares sold by Summit Partners Growth Equity Fund IX-B, L.P., 16,253 shares sold by Summit Investors GE IX/VC IV, LLC, 2,173 shares sold by Summit Partners Entrepreneur Advisors Fund II, L.P., and 1,700 shares sold by Summit Investors GE IX/VC IV (UK), L.P.
2. Represents 25,677,643 shares held by Summit Partners Growth Equity Fund IX-A, L.P., 16,032,765 shares held by Summit Partners Growth Equity Fund IX-B, L.P., 179,239 shares held by Summit Investors GE IX/VC IV, LLC, 23,961 shares held by Summit Partners Entrepreneur Advisors Fund II, L.P., and 18,750 shares held by Summit Investors GE IX/VC IV (UK), L.P.
3. Summit Partners, L.P. is the managing member of Summit Partners GE IX, LLC, which is general partner of Summit Partners GE IX, LP, which is the general partner of Summit Partners Growth Equity Fund IX-A, L.P. and Summit Partners Growth Equity Fund IX-B, L.P. Summit Master Company, LLC is (i) the sole member of Summit Partners Entrepreneur Advisors GP II, LLC, which is the general partner of Summit Partners Entrepreneur Advisors Fund II, L.P. and (ii) the managing member of Summit Investors Management, LLC, which is the manager of Summit Investors GE IX/VC IV, LLC, and the general partner of Summit Investors GE IX/VC IV (UK), L.P.
4. Summit Master Company, LLC, as the sole member of Summit Partners Entrepreneur Advisors GP II, LLC and the managing member of Summit Investors Management, LLC, has delegated investment decisions, including voting and dispositive power, to Summit Partners, L.P. and its investment committee responsible for voting and investment decisions with respect to LifeStance Health Group, Inc. Summit Partners, L.P., through a three-person investment committee, currently composed of Peter Y. Chung, Mark A. deLaar and Craig D. Frances, has voting and dispositive authority over the shares held by each of these entities and therefore beneficially owns such shares. Each of the Summit Funds, Mr. Chung, Mr. deLaar and Dr. Frances disclaim disclaims beneficial ownership of the shares, except, in each case, to the extent of such person's or entity's pecuniary interest therein.

Summit Partners Growth Equity Fund IX-A, L.P., by Summit Partners GE IX, L.P., its GP, by Summit Partners GE IX, LLC, its GP, by 05/29/2024
Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by /s/ Adam Hennessey, Member
Summit Partners Growth Equity Fund IX-B, L.P., by Summit Partners GE IX, L.P., its GP, by Summit Partners GE IX, LLC, its GP, by 05/29/2024
Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its GP, by /s/ Adam Hennessey, Member
Summit Investors GE IX/VC IV (UK), L.P., by Summit Investors Management, LLC, its General Partner, by Summit Master Company, LLC, its Managing Member, by /s/ Adam Hennessey, Member
Summit Investors GE IX/VC IV, LLC, by Summit Investors Management, LLC, its Manager, by Summit Master Company, LLC, its Managing Member, by /s/ Adam Hennessey, Member

[Summit Partners Entrepreneur 05/29/2024](#)
[Advisors Fund II, L.P., by](#)
[Summit Partners Entrepreneur](#)
[Advisors GP II, LLC, its](#)
[General Partner, by /s/ Adam](#)
[Hennessey, Member](#)

** Signature of Reporting Person Date

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.

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 Number.