

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Gouk Warren</u>  (Last) (First) (Middle) C/O LIFESTANCE HEALTH GROUP, INC. 4800 N. SCOTTSDALE ROAD, SUITE 6000  (Street) SCOTTSDALE AZ 85251  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/10/2021	3. Issuer Name and Ticker or Trading Symbol <u>LifeStance Health Group, Inc. [ LFST ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Administrative Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/10/2021
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

**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	6,266,363	D <sup>(1)</sup>	
Common Stock	177,900	I	By Trust <sup>(2)(3)</sup>
Common Stock	177,900	I	By Trust <sup>(4)(5)</sup>
Common Stock	263,150	I	By Trust <sup>(6)</sup>
Common Stock	263,150	I	By Trust <sup>(7)</sup>

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- Includes 2,775,249 shares of restricted stock and 520,377 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- Shares held of record by the Tanner J. Gouk GST Trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- Includes 154,180 shares of restricted stock.
- Shares held of record by the Emerson G. Gouk GST Trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- Includes 154,180 shares of restricted stock.
- Shares held of record by the Tanner Gouk Irrevocable Trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- Shares held of record by the Emerson Gouk Irrevocable Trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 of the Exchange Act or for any other purpose.

**Remarks:**

This amendment is being filed solely to amend the original Form 3 filed by the Reporting Person to include RSUs granted in connection with the Issuer's initial public offering.

By: /s/ Ryan Pardo,  
Attorney-in-Fact

06/11/2021

\*\* 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 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).

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.**