

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 3, 2024**

**LifeStance Health Group, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40478**  
(Commission  
File Number)

**86-1832801**  
(IRS Employer  
Identification No.)

**4800 N. Scottsdale Road  
Suite 2500  
Scottsdale, Arizona**  
(Address of Principal Executive Offices)

**85251**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 425 279-8500**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	LFST	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 3, 2024, LifeStance Health Group, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). The following is a brief description of each proposal voted upon at the Annual Meeting and the final voting results for each such proposal.

**Proposal 1: Election of Directors**

The stockholders of the Company elected the director nominees listed below to serve on the Company’s Board of Directors as members of Class III for a term of three years. The results of the vote were as follows:

<u>Name of Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
Kenneth Burdick	296,275,655	39,857,449	15,918,580
Jeffrey Rhodes	291,334,953	44,319,757	16,396,974
William Miller	296,766,053	40,026,251	15,259,380

**Proposal 2: Ratification of the Company’s Independent Registered Public Accounting Firm**

The stockholders of the Company ratified the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2024. The results of the vote were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
339,827,488	370,822	11,853,374

**Proposal 3: Advisory Vote on Named Executive Officer Compensation**

The stockholders of the Company approved, on a non-binding advisory basis, the Company’s named executive officer compensation. The results of the vote were as follows:

<u>For</u>	<u>Against</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
282,059,174	50,777,777	3,982,869	15,231,864

**Proposal 4: Frequency of the Advisory Vote on Named Executive Officer Compensation**

The stockholders of the Company approved, on a non-binding advisory basis, that future non-binding advisory votes on the Company’s named executive officer compensation be held every year. The results of the vote were as follows:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Broker Non-Votes</u>
322,160,935	58,179	11,299,991	15,231,864

As a result of the foregoing vote, the Company’s Board of Directors has determined that the Company will conduct a non-binding advisory vote on the Company’s named executive officer compensation every year.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LIFESTANCE HEALTH GROUP, INC.**

Date: June 4, 2024

By: /s/ Ryan Pardo

Name: Ryan Pardo

Title: Chief Legal Officer and Secretary