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): August 09, 2022

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 6000 Scottsdale, Arizona (Address of Principal Executive Offices)

85251 (Zip Code)

Posistvont's Telephone Number Including Avec Code: (02.767.110

	Registrant's T	Telephone Number, Including Ar	ea Code: 602 767-2100
	(Form	ner Name or Former Address, if Changed S	Since Last Report)
Che	eck the appropriate box below if the Form 8-K filing is intended	to simultaneously satisfy the filing	g obligation of the registrant under any of the following provisions:
	Written communications pursuant to Rule 425 under the Secu	rities Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 14a-12 under the Exchang	ge Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CF	R 240.14d-2(b))
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CF)	R 240.13e-4(c))
	Securiti	es 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. \Box

Item 2.02 Results of Operations and Financial Condition.

On August 9, 2022, LifeStance Health Group, Inc. ("LifeStance Health Group" or "LifeStance") issued a press release announcing its results of operations for the second quarter ended June 30, 2022. A copy of the press release is furnished as Exhibit 99.1.

The information furnished under Item 2.02 of this Current Report on Form 8-K, including the exhibit, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference into LifeStance Health Group's filings with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01 Regulation FD Disclosure.

A slide presentation, which includes supplemental information related to LifeStance Health Group, is furnished as Exhibit 99.2. The information furnished under Item 7.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference into LifeStance Health Group's filings with the SEC under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1	Press Release dated August 9, 2022.
99.2	Slide presentation providing supplemental information.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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 thereunto duly authorized.
LifeStance Health Group, Inc.

By:

Date:

August 9, 2022

J. Michael Bruff
Chief Financial Officer and Treasurer
(principal financial and accounting officer)

/s/ J. Michael Bruff

Investor Relations Contact

Monica Prokocki VP of Investor Relations 602-767-2100 investor.relations@lifestance.com

LifeStance Reports Second Quarter 2022 Results

SCOTTSDALE, Ariz. – August 9, 2022 – LifeStance Health Group, Inc. (NASDAQ: LFST), one of the nation's largest providers of outpatient mental health care, today announced financial results for the quarter ended June 30, 2022.

(All results compared to prior-year comparative period, unless otherwise noted)

Q2 2022 Highlights and FY 2022 Outlook

- Revenue of \$209.5 million increased \$49.0 million or 31% compared to revenue of \$160.5 million
- Total clinicians of 5,226 up 31%, a net increase of 237 in the second quarter
- Net loss of \$68.7 million compared to net loss of \$70.0 million, primarily driven by stock-based compensation expense of \$57.5 million
- Adjusted EBITDA of positive \$14.6 million compared to Adjusted EBITDA of positive \$14.5 million
- Expecting full year 2022 revenue and Center Margin toward the bottom end of the previously guided ranges of \$865 million to \$885 million and \$240 million to \$255 million, respectively, due to refined clinician seasonality assumptions; reaffirming Adjusted EBITDA guidance of \$63 million to \$67 million

"We delivered another quarter of solid results," said Michael Lester, Chairman and CEO of LifeStance. "This quarter was highlighted by profitability performance that was consistent with our expectations. We are proud of the critical role we play in helping patients navigate their mental health journey while demonstrating the effectiveness of our unique hybrid business model, which is focused on meeting patient needs through innovations that make mental health care more affordable and accessible."

Financial Highlights

0 0	Q2 :	2022	Q2 2021	Y/Y
(in millions)				
Total revenue	\$	209.5 \$	160.5	31%
Loss from operations		(60.5)	(47.0)	29 %
Center Margin		59.8	51.2	17%
Net loss		(68.7)	(70.0)	(2%)
Adjusted EBITDA		14.6	14.5	1 %
As % of Total revenue:				
Loss from operations		(28.9%)	(29.3%)	
Center Margin		28.5 %	31.9%	
Net loss		(32.8%)	(43.6%)	
Adjusted EBITDA		7.0%	9.1%	

(All results compared to prior-year period, unless otherwise noted)

- Revenue grew 31% to \$209.5 million. Strong revenue growth was supported by a 31% net increase in total clinicians, driven by hiring and acquisitions. Second quarter revenue performance was impacted by approximately \$4 million of incremental clinician time off in June relative to expectations.
- Loss from operations of \$60.5 million, primarily driven by stock-based compensation expense of \$57.5 million. Net loss of \$68.7 million.
- Center Margin grew 17% to \$59.8 million, or 28.5% of revenue. Center Margin as a percentage of revenue declined as new clinicians ramp to maturity.
- Adjusted EBITDA remained relatively flat at \$14.6 million, or 7.0% of revenue. Adjusted EBITDA as a percentage of revenue declined due to the decrease in Center Margin as a percentage of revenue, partially offset by improved leverage in operating expenses.

Strategy and Key Developments

During the second quarter, LifeStance took several actions to support the company's strategy to expand into new markets, build market density and offer a technology-enabled experience for patients and clinicians, including:

- Drove 31% year-over-year growth to 5,226 clinicians with the addition of 237 net clinicians in the quarter, demonstrating that the company's value proposition continues to resonate in the market
- Completed four acquisitions, bringing the total since inception to 83
- Opened 27 de novo centers to support the company's differentiated hybrid model offering both in-person and virtual care
- · Continued to deploy proprietary online booking and intake experience ("OBIE") across the country, which is now live in nine states
- Danish Qureshi named Chief Operating Officer, effective July 1, 2022; Qureshi is a co-founder and previously served as Chief Growth Officer at LifeStance, overseeing all growth initiatives for the company including clinician recruiting, de novo center openings, payor contracting, customer care and national marketing
- Gwen Booth named Executive Director of LifeStance Health Foundation following her retirement as Chief Operating Officer at LifeStance; Booth will lead the
 Foundation's work to improve mental health access for especially vulnerable patients including youth and adolescents, underrepresented minority communities and
 the underemployed and uninsured

Balance Sheet, Cash Flow and Capital Allocation

For the six months ended June 30, 2022, LifeStance provided \$11.1 million cash flow from operations, including \$7.8 million during the second quarter of 2022. The company ended the second quarter with cash of \$96.7 million and net long-term debt of \$203.4 million.

2022 Guidance¹

LifeStance now expects full year 2022 revenue and Center Margin toward the bottom end of the previously guided ranges of \$865 million to \$885 million and \$240 million to \$255 million, respectively. Based on incremental clinician time off observed in June, the company now expects approximately an \$8 million impact to revenue from incremental clinician time off in July and August relative to previous expectations.

LifeStance is reaffirming full year 2022 Adjusted EBITDA guidance of \$63 million to \$67 million.

For the third quarter of 2022, the company expects revenue of \$216 million to \$221 million, Center Margin of \$61 million to \$65 million, and Adjusted EBITDA of \$16 million to \$19 million

"For the full year, we are lowering our revenue expectations slightly based on refinement of our clinician seasonality assumptions," said Lester. "We continue to focus our planned investments to grow and optimize our clinician base while continuing to drive leverage in our operating costs."

Footnotes:

(1) Guidance for the third quarter of 2022 and full year 2022 assumes no further COVID-related impacts or changes in the labor market environment.

Conference Call, Webcast Information, and Presentation

LifeStance will hold a conference call today, August 9, at 4:30 p.m. Eastern Time to discuss second quarter 2022 results. Investors who wish to participate in the call should dial 1-800-715-9871, domestically, or 1-646-307-1963, internationally, approximately 10 minutes before the call begins and provide conference ID number 3842667 or ask to be joined into the LifeStance call. A real-time audio webcast can be accessed via the Events and Presentations section of the LifeStance Investor Relations website (https://investor.lifestance.com), where related materials will be posted prior to the conference call.

About LifeStance Health Group, Inc.

Founded in 2017, LifeStance (NASDAQ: LFST) is reimagining mental health. We are one of the nation's largest providers of virtual and in-person outpatient mental health care for children, adolescents and adults experiencing a variety of mental health conditions. Our mission is to help people lead healthier, more fulfilling lives by improving access to trusted, affordable, and personalized mental healthcare. LifeStance employs approximately 5,200 psychiatrists, advanced practice nurses, psychologists and therapists and operates across 32 states and approximately 600 centers. To learn more, please visit www.LifeStance.com.

We routinely post information that may be important to investors on the "Investor Relations" section of our website at investor.lifestance.com. We encourage investors and potential investors to consult our website regularly for important information about us.

Forward-Looking Statements

Statements in this press release and on the related teleconference that express a belief, expectation or intention, as well as those that are not historical fact, are forward-looking statements. These statements include, but are not limited to full-year and third-quarter guidance and management's related assumptions, statements about the company's financial position; business plans and objectives; general economic and industry trends; operating results; and working capital and liquidity and other statements contained in this presentation that are not historical facts. When used in this press release and on the related teleconference, words such as "may," "will," "should," "could," "intend," "potential," "continue," "anticipate," "believe," "estimate," "expect," "plan," "target," "predict," "project," "seek" and similar expressions as they relate to us are intended to identify forward-looking statements. They involve a number of risks and uncertainties that may cause actual events and results to differ materially from such forward-looking statements. These risks and uncertainties include, but are not limited to: we may not grow at the rates we historically have achieved or at all, even if our key metrics may imply future growth, including if we are unable to successfully execute on our growth initiatives and business strategies; if we fail to manage our growth effectively, our expenses could increase more than expected, our revenue may not increase proportionally or at all, and we may be unable to execute on our business strategy; our ability to recruit new clinicians and retain existing clinicians; if reimbursement rates paid by third-party payors are reduced or if third-party payors otherwise restrain our ability to obtain or deliver care to patients, our business could be harmed; we conduct business in a heavily regulated industry and if we fail to comply with these laws and government regulations, we could incur penalties or be required to make significant changes to our operations or experience adverse publicity, which could have a material adverse effect on our business, results of operations and financial condition; we are dependent on our relationships with affiliated practices, which we do not own, to provide health care services, and our business would be harmed if those relationships were disrupted or if our arrangements with these entities became subject to legal challenges; we operate in a competitive industry, and if we are not able to compete effectively, our business, results of operations and financial condition would be harmed; the impact of health care reform legislation and other changes in the healthcare industry and in health care spending on us is currently unknown, but may harm our business; if our or our vendors' security measures fail or are breached and unauthorized access to our employees', patients' or partners' data is obtained, our systems may be perceived as insecure, we may incur significant liabilities, including through private litigation or regulatory action, our reputation may be harmed, and we could lose patients and partners; our business depends on our ability to effectively invest in, implement improvements to and properly maintain the uninterrupted operation and data integrity of our information technology and other business systems; actual or anticipated changes or fluctuations in our results of operations; our existing indebtedness could adversely affect our business and growth prospects; and other risks and uncertainties set forth under "Risk Factors" included in the reports we have filed or will file with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2021. LifeStance does not undertake to update any forward-looking statements made in this press release to reflect any change in management's expectations or any change in the assumptions or circumstances on which such statements are based, except as otherwise required by law.

Non-GAAP Financial Information

This press release contains certain non-GAAP financial measures, including Center Margin, Adjusted EBITDA, and Adjusted EBITDA margin. Tables showing the reconciliation of these non-GAAP financial measures to the comparable GAAP measures are included at the end of this release. Management believes these non-GAAP financial measures are useful in evaluating the company's operating performance, and may be helpful to securities analysts, institutional investors and other interested parties in understanding the company's operating performance and prospects. These non-GAAP financial measures, as calculated, may not be comparable to companies in other industries or within the same industry with similarly titled measures of performance. Therefore, the company's non-GAAP financial measures should be considered in addition to, not as a substitute for, or in isolation from, measures prepared in accordance with GAAP, such as net loss or loss from operations.

Center Margin and Adjusted EBITDA anticipated for the third quarter of 2022 and full year 2022 are calculated in a manner consistent with the historical presentation of these measures at the end of this release. Reconciliation for the forward-looking third quarter of 2022 and full year 2022 Center Margin and Adjusted EBITDA guidance is not being provided, as LifeStance does not currently have sufficient data to accurately estimate the variables and individual adjustments for such reconciliation. As such, LifeStance management cannot estimate on a forward-looking basis without unreasonable effort the impact these variables and individual adjustments will have on its reported results.

Management acknowledges that there are many items that impact a company's reported results and the adjustments reflected in these non-GAAP measures are not intended to present all items that may have impacted these results.

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Consolidated Financial Information and Reconciliations

CONSOLIDATED BALANCE SHEETS (unaudited) (In thousands, except for par value)

		June 30, 2022	Dec	ember 31, 2021
CURRENT ASSETS				
Cash and cash equivalents	\$	96,686	\$	148,029
Patient accounts receivable, net		99,740		76,078
Prepaid expenses and other current assets		47,860		42,413
Total current assets		244,286		266,520
NONCURRENT ASSETS				
Property and equipment, net		190,694		152,242
Intangible assets, net		282,088		300,355
Goodwill		1,243,721		1,204,544
Other noncurrent assets		7,888		3,448
Total noncurrent assets		1,724,391		1,660,589
Total assets	\$	1,968,677	\$	1,927,109
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES				
Accounts payable	\$	12.941	\$	14,152
Accrued payroll expenses	•	61,215	*	60,002
Other accrued expenses		26,209		26,510
Current portion of contingent consideration		8,984		14,123
Other current liabilities		2,191		1,965
Total current liabilities		111,540	-	116,752
NONCURRENT LIABILITIES		,		,
Long-term debt, net		203,364		157,416
Other noncurrent liabilities		64,538		50,325
Contingent consideration, net of current portion		3,653		3,307
Deferred tax liability, net		54,281		54,281
Total noncurrent liabilities		325,836		265,329
Total liabilities	\$	437,376	\$	382,081
COMMITMENTS AND CONTINGENCIES	<u></u>			
STOCKHOLDERS' EQUITY				
Preferred stock – par value \$0.01 per share; 25,000 shares authorized as of June 30, 2022 and December 31, 2021; 0 shares issued and outstanding as of June 30, 2022 and December 31, 2021		_		_
Common stock – par value \$0.01 per share; 800,000 shares authorized as of June 30, 2022 and December 31, 2021; 376,181 and 374,255 shares issued and outstanding as of June 30, 2022 and December 31, 2021, respectively		3,763		3,743
Additional paid-in capital		2,015,665		1,898,357
Accumulated deficit		(488,127)		(357,072)
Total stockholders' equity		1,531,301		1,545,028
Total liabilities and stockholders' equity	\$	1,968,677	\$	1,927,109
• •			_	

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

(In thousands, except for Net Loss per Share)

	Three Months Ended June 30,			Six Months Ended June 30,				
		2022		2021		2022		2021
TOTAL REVENUE	\$	209,527	\$	160,549	\$	412,622	\$	303,681
OPERATING EXPENSES								
Center costs, excluding depreciation and amortization shown separately below		149,697		109,341		298,590		208,475
General and administrative expenses		103,559		85,479		206,928		118,130
Depreciation and amortization		16,743		12,774		32,427		25,002
Total operating expenses	\$	269,999	\$	207,594	\$	537,945	\$	351,607
LOSS FROM OPERATIONS	\$	(60,472)	\$	(47,045)	\$	(125,323)	\$	(47,926)
OTHER EXPENSE		, ,				, , ,		, , , ,
Loss on remeasurement of contingent consideration		(180)		(250)		(614)		(557)
Transaction costs		(19)		(1,996)		(297)		(3,530)
Interest expense		(7,133)		(23,174)		(10,574)		(31,806)
Other expense		_		(1,356)		_		(1,445)
Total other expense	\$	(7,332)	\$	(26,776)	\$	(11,485)	\$	(37,338)
LOSS BEFORE INCOME TAXES		(67,804)		(73,821)		(136,808)		(85,264)
INCOME TAX (PROVISION) BENEFIT		(923)		3,788		5,753		6,549
NET LOSS	\$	(68,727)	\$	(70,033)	\$	(131,055)	\$	(78,715)
Accretion of Redeemable Class A units		_		_		_		(36,750)
NET LOSS AVAILABLE TO COMMON STOCKHOLDERS/MEMBERS	\$	(68,727)	\$	(70,033)	\$	(131,055)	\$	(115,465)
NET LOSS PER SHARE, BASIC AND DILUTED		(0.19)		(0.22)		(0.37)		(0.37)
Weighted-average shares used to compute basic and diluted net loss per share		353,729		313,536		352,297		309,559

CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited) (In thousands)

CASH FLOWS FROM OPERATING ACTIVITIES Net loss Adjustments to reconcile net loss to net cash provided by (used in) operating activities: Depreciation and amortization Stock and unit-based compensation Loss on debt extinguishment Amortization of discount and debt issue costs Loss on remeasurement of contingent consideration Endowment of shares to LifeStance Health Foundation	\$	32,427 117,365 3,380 748	\$ 25,002 30,120
Net loss Adjustments to reconcile net loss to net cash provided by (used in) operating activities: Depreciation and amortization Stock and unit-based compensation Loss on debt extinguishment Amortization of discount and debt issue costs Loss on remeasurement of contingent consideration Endowment of shares to LifeStance Health Foundation	\$	32,427 117,365 3,380 748	\$ 25,002
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Amortization of discount and debt issue costs Loss on remeasurement of contingent consideration Endowment of shares to LifeStance Health Foundation		748	,
Loss on remeasurement of contingent consideration Endowment of shares to LifeStance Health Foundation			5,620
Endowment of shares to LifeStance Health Foundation			1,081
		614	557
01 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		_	9,000
Change in operating assets and liabilities, net of businesses acquired:			
Patient accounts receivable, net		(21,900)	(11,831)
Prepaid expenses and other current assets		(5,351)	(14,964)
Accounts payable		1,731	2,261
Accrued payroll expenses		(289)	9,580
Other accrued expenses		13,471	15,283
Net cash provided by (used in) operating activities		11,141	(7,006
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property and equipment		(53,775)	(31,803
Acquisitions of businesses, net of cash acquired		(35,118)	(39,126
Net cash used in investing activities		(88,893)	(70,929
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from initial public offering, net of underwriters discounts and commissions and deferred offering costs		_	554,169
Issuance of common units to new investors		_	1,000
Proceeds from long-term debt, net of discount		228,000	98,800
Payments of debt issue costs		(7,184)	(2,360
Payments of long-term debt		(181,230)	(310,729
Prepayment for debt paydown		(1,609)	` _
Payments of contingent consideration		(11,090)	(5,587
Taxes related to net share settlement of equity awards		(478)	` <u> </u>
Net cash provided by financing activities		26,409	335,293
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(51,343)	 257,358
Cash and Cash Equivalents - Beginning of period		148,029	18,829
CASH AND CASH EQUIVALENTS – END OF PERIOD	\$	96,686	\$ 276,187
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION			
Cash paid for interest	\$	4.927	\$ 24.889
Cash paid for taxes, net of refunds	\$	860	\$ 900
SUPPLEMENTAL DISCLOSURES OF NON CASH INVESTING AND FINANCING ACTIVITIES	•		
Unpaid deferred offering costs included in accounts payable and other accrued expenses	\$	_	\$ 5,264
Equipment financed through capital leases	\$	256	\$ 14
Contingent consideration incurred in acquisitions of businesses	\$	5,683	\$ 2,739
Acquisition of property and equipment included in liabilities	\$	13,055	\$ 10,233
Issuance of common units for acquisitions of businesses	\$		\$ 1,486

RECONCILIATION OF LOSS FROM OPERATIONS TO CENTER MARGIN (unaudited)

	Three Months Ended June 30,				Six Months Ended June 30,			
	 2022		2021		2022		2021	
(in thousands)	 							
Loss from operations	\$ (60,472)	\$	(47,045)	\$	(125,323)	\$	(47,926)	
Adjusted for:								
Depreciation and amortization	16,743		12,774		32,427		25,002	
General and administrative expenses (1)	103,559		85,479		206,928		118,130	
Center Margin	\$ 59,830	\$	51,208	\$	114,032	\$	95,206	

Represents salaries, wages and employee benefits for our executive leadership, finance, human resources, marketing, billing and credentialing support and technology infrastructure and stock (1) and unit-based compensation for all employees.

RECONCILIATION OF NET LOSS TO ADJUSTED EBITDA (unaudited)

	Three Months	d June 30,	Six Months Ended June 30,			
	 2022		2021	2022		2021
(in thousands)						
Net loss	\$ (68,727)	\$	(70,033)	\$ (131,055)	\$	(78,715)
Adjusted for:						
Interest expense	7,133		23,174	10,574		31,806
Depreciation and amortization	16,743		12,774	32,427		25,002
Income tax provision (benefit)	923		(3,788)	(5,753)		(6,549)
Loss on remeasurement of contingent consideration	180		250	614		557
Stock and unit-based compensation expense	57,510		29,515	117,365		30,120
Management fees (1)	_		1,356	_		1,445
Transaction costs (2)	19		1,996	297		3,530
Offering related costs (3)	_		8,747	_		8,747
Endowment to the LifeStance Health Foundation	_		10,000	_		10,000
Other expenses (4)	851		544	2,645		1,176
Adjusted EBITDA	\$ 14,632	\$	14,535	\$ 27,114	\$	27,119

- Represents management fees paid to certain of our executive officers and affiliates of our Principal Stockholders pursuant to the management services agreement entered into in connection with (1) the TPG Acquisition. The management services agreement terminated in connection with the IPO.
- (2) (3) (4)
- The TPG Acquistion. The management services agreement terminated in connection with the IPO.

 Primarily includes capital markets advisory, consulting, accounting and legal expenses related to our acquisitions.

 Primarily includes non-recurring incremental professional services, such as accounting and legal, and directors' and officers' insurance incurred in connection with the IPO.

 Primarily includes costs incurred to consummate or integrate acquired centers, certain of which are wholly-owned and certain of which are affiliated practices, in addition to the fees paid to former owners of acquired centers and related expenses that are not reflective of the ongoing operating expenses of our centers. Acquired center integration and other are components of general and administrative expenses included in our unaudited consolidated statements of operations. Former owner fees is a component of center costs, excluding depreciation and amortization included in our unaudited consolidated statements of operations.



Q2 2022 Earnings Presentation

August 9, 2022







Forward-Looking Statements

DISCLAIMERS

Cautionary Note Regarding Forward-Looking Statements

This presentation and related oral statements contain forward-looking statements regarding full-year and third quarter guidance and managements' related assumptions, future results of operations and financial position of LifeStance, which are subject to known and unknown uncertainties and contingencies outside of LifeStance's control and which are largely based on our current expectations and projections about future events and financial trends that we believe may affect LifeStance's financial condition, results of operations, business strategy, and prospects. LifeStance's catual results, events, or circumstances may differ materially from these statements. Forward-looking statements include all statements that are not historical facts. Words such as "anticipate," "believe," "envision," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "gotential," "will," "would," "could," "continue," "contemplate" and other similar expressions are intended to identify forward-looking statements are subject to a number of risks, uncertainties, factors and assumptions, including, among other things: we may not grow at the rates we historically have achieved or at all, even if our key metrics may imply future growth, including if we are unable to successfully execute on our growth initiatives and business strategy; our ability to recruit new clinicians and retain existing clinicians; if reimbursement rates paid by third-party payors are reduced or if third-party payors or the enduced or if third-party payors or the reduced or if third-party payors or the reduced or if third-party payors are reduced or

growth prospects, and the other factors set forth in our filings with the Securities and Exchange Commission.

The forward-looking statements, together with statements relating to our past performance, should not be regarded as a reliable indicator of our future performance. We undertake no obligation to update any forward-looking statements made in this presentation to reflect events or circumstances after the date of this presentation or to reflect new information or the occurrence of unanticipated events, except as may be required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future mergers, dispositions, joint ventures, or investments.

Use of Non-GAAP Financial Measures

In addition to financial measures presented in accordance with U.S. generally accepted accounting principles ("GAAP"), this presentation includes certain non-GAAP financial measures, including Center Margin and Adjusted EBITDA. These non-GAAP measures are in addition to, and not a substitute for, or superior to, measures of financial performance prepared in accordance with U.S. GAAP. The non-GAAP financial measures used by LifeStance may differ from the non-GAAP financial measures used by other companies. A reconciliation of these measures to the most directly comparable U.S. GAAP measure is included in the Appendix to these slides or as otherwise described in these slides.

Market and Industry Data

This presentation also contains information regarding our market and industry that is derived from third-party research and publications. This information involves a number of assumptions and limitations. Forecasts, assumptions, expectations, beliefs, estimates and projections involve risk and uncertainties and are subject to change based on various factors.



LifeStance at a Glance*

Building the Nation's Leading Outpatient Mental Health Platform

Mission-driven

Increasing access to personalized, trusted and affordable mental healthcare

\$777M | TTM revenues¹ 5,226 | Clinicians

32 | States **~600** | Centers

10+ | Integrated care programs | Hybrid | Virtual and in-person care model



*Note: Unless otherwise stated, data is as of June 30, 2022; ¹Trailing twelve months

Q2 Financial Highlights

- Q2 Revenue of \$209.5 million increased 31% year-over-year
- Q2 Center Margin of \$59.8 million, or 28.5% as a percentage of revenue
- Q2 Adjusted EBITDA of \$14.6 million, or 7.0% as a percentage of revenue
- Ended Q2 with a cash position of \$96.7 million; for the six months ended June 30, 2022, provided \$11.1 million cash flow from operations, including \$7.8 million during Q2



Note: See reconciliation of GAAP to non-GAAP measures in the Appendix to this presentation

Q2 2022 Strategy & Key Developments

- Total clinicians of 5,226, +31% Y/Y; 237 net clinician adds in Q2
- Completed 4 acquisitions in Q2, bringing the total since inception to 83
- Opened 27 de novo centers in Q2 to support the company's differentiated hybrid model offering both in-person and virtual care
- Continued to deploy proprietary online booking and intake experience ("OBIE") across the country, which is now live in 9 states
- Danish Qureshi named Chief Operating Officer, effective July 1st; Qureshi is a co-founder and previously served as Chief Growth Officer at LifeStance, overseeing all growth initiatives for the company including clinician recruiting, de novo center openings, payor contracting, customer care and national marketing
- Gwen Booth named Executive Director of LifeStance Health Foundation following her retirement as Chief
 Operating Officer at LifeStance; Booth will lead the Foundation's work to improve mental health access for
 especially vulnerable patients including youth and adolescents, underrepresented minority communities
 and the underemployed and uninsured



Q2 2022 Results



LifeStance

Note: See reconciliation of GAAP to non-GAAP measures in the Appendix to this presentation.

Quarterly Trends





Note: See reconciliation of GAAP to non-GAAP measures in the Appendix to this presentation.

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Balance Sheet, Cash Flow & Capital Allocation

Balance Sheet & Cash Flow



Capital Allocation



De Novos

Highly efficient model with predictable profitability

294 de novos opened since inception, including 27 in Q2



Acquisitions

Disciplined investments to drive growth

83 acquisitions since inception, including 4 in Q2

Continue to deploy capital in a disciplined manner to grow our clinician base and expand our footprint



2022 Guidance

(All \$ in M)	FY 2022		Q3 2022
Revenue	\$865 – \$885	 Now expecting to land toward the bottom end of the range due to refined clinician seasonality assumptions 	\$216 – \$221
Center Margin	\$240 – \$255	 Now expecting to land toward the bottom end of the range, aligned with revenue 	\$61 – \$65
Adj. EBITDA	\$63 – \$67	Reaffirmed	\$16 - \$19

Planning Assumptions

- Seasonality: Removed slightly more than one business day each from June, July, and August as a result of incremental clinician time off
- Assumes 80 to 90 de novo center openings, weighted heavily toward the first half of the year
- Assumes M&A spend of \$50M to \$70M
- Assumes no further COVID-related impacts or changes in the labor market environment



Note: Center Margin and Adjusted EBITDA anticipated for third quarter of 2022 and full year 2022 are calculated in a manner consistent with the historical presentation of these measures in the Appendix to this presentation. Reconciliation for the forward-looking third quarter of 2022 and full year 2022 Center Margin and Adjusted EBITDA guidance is not being provided, as LifeStance does not currently have sufficient data to accurately estimate the variables and individual adjustments for such reconciliation. LifeStance management cannot estimate on a forward-looking basis without unreasonable effort the impact these variables and individual adjustments will have on its reported results,



Appendix

Quarterly Statements of Operations

	202	2		1		
(SM)	Q2	Q1	Q4	Q3	Q2	Q1
Total Revenue	\$209.5	\$203.1	\$190.1	\$173.8	\$160.5	\$143.1
Operating expenses						
Center costs, excluding depreciation and amortization	149.7	148.9	135.8	121.8	109.3	99.1
General and administrative	103.6	103.4	152.7	162.9	85.5	32.7
Depreciation and amortization	16.7	15.7	15.4	13.8	12.8	12.2
Loss from operations	(60.5)	(64.9)	(113.8)	(124.7)	(47.0)	(0.9
Other expense						
Loss on remeasurement of contingent consideration	(0.2)	(0.4)	(1.1)	(0.9)	(0.3)	(0.3
Transaction costs	(0.0)	(0.3)	(0.1)	(0.1)	(2.0)	(1.5
Interest expense	(7.1)	(3.4)	(3.6)	(3.5)	(23.2)	(8.6
Other expense	17	(7.)	(0.0)	0.5	(1.4)	(0.1
Total other expense	(7.3)	(4.2)	(4.9)	(4.5)	(26.8)	(10.6
Loss before taxes	(67.8)	(69.0)	(118.6)	(129.2)	(73.8)	(11.4)
Income tax (provision) benefit	(0.9)	6.7	10.6	8.8	3.8	2.8
Net loss	(\$68.7)	(\$62.3)	(\$108.0)	(\$120.5)	(\$70.0)	(\$8.7)

Subtotals in the schedule above may not foot due to rounding. Amounts are unaudited.



GAAP to Non-GAAP Reconciliations – Center Margin

	2022	2021					
(\$M)	Q2	Q1	Q4	Q3	Q2	Q1	
Loss from operations	(\$60.5)	(\$64.9)	(\$113.8)	(\$124.7)	(\$47.0)	(\$0.9)	
Adjusted for:							
Depreciation and amortization	16.7	15.7	15.4	13.8	12.8	12.2	
General and administrative (1)	103.6	103.4	152.7	162.9	85.5	32.7	
Center Margin	\$59.8	\$54.2	\$54.2	\$52.1	\$51.2	\$44.0	

Subtotals in the schedule above may not foot due to rounding. Amounts are unaudited.



^{1 -} Represents salaries, wages and employee benefits for our executive leadership, finance, human resources, marketing, billing and credentialing support and technology infrastructure and stock and unit-based compensation for all employees.

GAAP to Non-GAAP Reconciliations – Adjusted EBITDA

(SM)	2022					
	Q2	Q1	Q4	Q3	Q2	Q1
Net loss	(\$68.7)	(\$62.3)	(\$108.0)	(\$120.5)	(\$70.0)	(\$8.7)
Adjusted for:						
Interest expense	7.1	3.4	3.6	3.5	23.2	8.6
Depreciation and amortization	16.7	15.7	15.4	13.8	12.8	12.2
Income tax provision (benefit)	0.9	(6.7)	(10.6)	(8.8)	(3.8)	(2.8)
Loss on remeasurement of contingent consideration	0.2	0.4	1.1	0.9	0.3	0.3
Stock and unit-based compensation	57.5	59.9	108.6	120.7	29.5	0.6
Management fees (1)		50	0.50	1.70	1.4	0.1
Loss on disposal of assets			0.0	- 2		
Transaction costs (2)	0.0	0.3	0.1	0.1	2.0	1.5
Offering related costs (3)		59	0.50	17	8.7	
Endowment to the LifeStance Health Foundation		-	-	-	10.0	
Other expenses (4)	0.9	1.8	1.1	0.9	0.5	0.6
Adjusted EBITDA	\$14.6	\$12.5	\$11.4	\$10.7	\$14.5	\$12.6

Represents management fees paid to certain of our executive officers and affiliates of our principal stockholders pursuant to the management services agreement entered into in connection with the acquisition of UreStance by affiliates of TPG inc. (the "TPG Acquisition"). During the year ended December 31, 2021, the management services agreement terminated in connection with the IPO and we were required to pay a one-time fee of \$1.2 million to such parties.

2 - Primarily includes capital markets advisory, consulting, accounting and legal expenses related to our acquisitions.

3 - Primarily includes non-recurring incremental professional services, such as accounting and legal, and directors' and officers' insurance incurred in connection with the IPO.

4 - Primarily includes costs incurred to consummate or integrate acquired centers, certain of which are wholly-owned and certain of which are affiliated practices, in addition to the compensation paid to former owners of acquired centers and related expenses that are not reflective of the oppoing operating expenses of our centers. Acquired center integration and other are components of general and administrative expenses included in our unsuddited statements operations. Former owner fees and impairment on loans are components of center costs, excluding depreciation and amortization included in our unsuddited statements of operations.



Quarterly Non-GAAP Financial Metrics

(Sie)	2022		2021				
	Q2	Q1	Q4	Q3	02	Q1	
Key Metrics	77-					10	
Clinicians	5,226	4,989	4,790	4,375	3,975	3,301	
Total Revenue	\$209.5	\$203.1	\$190.1	\$173.8	\$160.5	\$143.1	
Center costs, excluding depreciation and amortization	149.7	148.9	135.8	121.8	109.3	99.1	
Center Margin (Non-GAAP)	\$59.8	\$54.2	\$54.2	\$52.1	\$51.2	\$44.0	
% Morgin	28.5%	26.7%	28.5%	29.9%	32.9%	30.79	
General and administrative	103.6	103.4	152.7	162.9	85.5	32.7	
Depreciation and amortization	16.7	15.7	15.4	13.8	12.8	12.2	
Loss from operations	(60.5)	[64.9]	(113.8)	(124.7)	(47.0)	(0.9	
Other (expenses) income Other (expenses) income	(8.3)	2.5	5.7	4.2	(23.0)	(7.8	
Other (expenses) income Net loss	(568.7)	(562.3)	(\$108.0)	(5120.5)	(\$70.0)	(58.7	
Net loss	(306.7)	(302.3)	[3108:0]	(5120.5)	1970.00	(38.7	
Adjusted EBITDA build							
Net loss	(68.7)	(62.3)	(108.0)	(120.5)	(70.0)	[8.7	
Interest expense	7.1	3.4	3.6	3.5	23.2	8.6	
Depreciation and amortization	16.7	15.7	15.4	13.8	12.8	12.2	
Income tax provision (benefit)	0.9	(6,7)	[10.6]	(8.8)	(3.8)	12.8	
Loss on remeasurement of contingent consideration	0.2	0.4	1.1	0.9	0.3	0.3	
Stock and unit-based compensation	57.5	59.9	108.6	120.7	29.5	0.6	
Management fees	100	100		12	1.4	0.1	
Loss on disposal of assets	100	100	0.0	(8)		-	
Transaction costs	0.0	0.3	0.1	0.1	2.0	1.5	
Offering related costs	4			100	8.7	1.5	
Endowment to the LifeStance Health Foundation		- 1	38	- 4	10.0	9	
Other expenses	0.9	1.8	1.1	0.9	0.5	0.6	
Adjusted EBITDA (Non-GAAP)	\$14.6	\$12.5	\$11,4	\$10.7	\$14.5	\$12.6	
% Margin	7.0%	5.2%	6.0%	6.2%	9.1%	8.89	



subtotals in the schedule above may not foot due to munding. Amounts are unaudited

Quarterly Balance Sheets

(SM)	202	,	2021				
	Q2	Q1	Q4	Q3	02	Q1	
Cash and cash equivalents	96.7	114.0	148.0	212.1	276.2	39.5	
Patient accounts receivable, net	99.7	95.0	76.1	70.1	60.1	47.8	
Prepaid expenses and other current assets	47.9	54.3	42.4	46.1	27.8	22.3	
Total current assets	244.3	263.3	266.5	328.3	364.1	109.0	
Property and equipment, net	190.7	170.9	152.2	115.1	91.8	70.8	
Intangible assets, net	282.1	291.2	300.4	308.0	316.5	323.1	
Goodwill	1,243.7	1,229.3	1,204.5	1,160.0	1,138.7	1,099.7	
Other noncurrent assets	7.9	3.7	3.5	3.4	3.3	2.9	
Total noncurrent assets	1,724.4	1,695.1	1,660.6	1,586.4	1,550.4	1,496.7	
Total assets	\$1,968.7	\$1,958.4	\$1,927.1	\$1,914.8	\$1,914.4	\$1,606.3	
Accounts payable	12.9	15.1	14.2	3.1	10.0	5.9	
Accrued payroll expenses	61.2	73.2	60.0	57.6	50.4	45.4	
Other accrued expenses	26.2	21.8	26.5	28.3	36.8	25.7	
Current portion of contingent consideration	9.0	13.5	14.1	14.0	10.9	14.9	
Other current liabilities	2.2	2.0	2.0	2.2	2.6	4.9	
Total current liabilities	111.5	125.6	116.8	105.2	112.6	96.8	
Long-term debt, net	203.4	177.4	157.4	157.5	157.1	387.3	
Other noncurrent liabilities	64.5	57.5	50.3	22.9	15.7	14.2	
Contingent consideration, net of current portion	3.7	1.1	3.3	3.1	3.2	1.1	
Deferred tax liability, net	54.3	54.3	54.3	81.2	81.2	81.7	
Total noncurrent liabilities	325.8	290.3	265.3	264,7	257.2	483.8	
Yetal liabilities	\$437.4	\$415.9	\$382.1	\$369.9	\$369.8	\$580.5	
Redeemable units	100		*		124	71.8	
Common stock/units	3.8	3.7	3.7	3.7	3.7	1,010.5	
Additional paid-in capital	2,015.7	1,958.2	1,898.4	1,790.2	1,669.5	2.1	
Accumulated deficit	(488.1)	(419.4)	(357.1)	[249.0]	(128.6)	(58.6)	
Total stockholders'/members' equity	1,531.3	1,542.5	1,545.0	1,544.9	1,544.6	954.0	
Total liabilities, redeemable units and stockholders'/members' equity	\$1,968.7	\$1,958.4	\$1,927.1	\$1,914.8	\$1,914.4	\$1,606.3	



Subtotals in the schedule above may not foot due to rounding. Amounts are

Statements of Cash Flows

(504)	Six Months Ended Q2'22	Q1'22	Six Months Ended Q2'21	Q1/21	2021 FY
CASH FLOWS FROM OPERATING ACTIVITIES					
Net loss	(131.1)	(62.3)	(78.7)	(8.7)	(307.2
	Canada	(oc.a)	(/4./)	(0.7)	1000.0
Adjustments to reconcile net loss to net cash provided by (used by) operating activities:	1000				
Depreciation and amortization	32.4 117.4	15.7 59.9	25.0	12.2	54.1 259.4
Stock and unit-based compensation	-7-01-0	59.9	30.1	0.6	
Deferred income taxes	3.4		5.6		(26.9
Loss on debt extinguishment	0.7	0.3	5	- 5	
Amortization of discount and debt issue costs			1.1	0.4	1.8
Loss on remeasurement of contingent consideration	0.6	0.4	0.6	0.3	2.6
Endowment of shares to LifeStance Health Foundation			9.0		9.0
Change in operating assets and liabilities, net of businesses acquired:					
Patient accounts receivable, net	(21.9)	[18.1]		{3.1}	(24.2
Prepaid expenses and other current assets	(5.4)	(12.1)		(8.0)	(29.1
Accounts payable	1.7	1.9	2.3	3.0	0.6
Accrued payroll expenses	(0.3)	12.8	9.6	7.3	15.3
Other accrued expenses	13.5	4.9	15.3	5.9	39.6
Net cash provided by (used by) operating activities	511.1	\$3.3	(7.0)	\$9.9	\$9.4
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of property and equipment	(53.8)	(27.9)	(31.8)	(11.1)	(94.5
Acquisitions of businesses, net of cash acquired	(35.1)	(22.9)	(39.1)	(0.8)	(99.6
Net cash used in investing activities	(\$88.9)	(\$50.9)	(\$70.9)	(\$11.8)	(\$194.1
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from initial public offering, net of underwriters discounts and commissions and deferred offering costs	(10)		554.2	-	548.9
Payments of deferred offering costs			0.000	(0.3)	
Issuance of common units to new investors			1.0	10.01	1.0
Proceeds from long-term debt, net of discount	228.0	20.0	98.8	26.2	98.8
Payments of debt issue costs	(7.2)		(2.4)	(1.0)	12.4
Payments of long-term debt	(181.2)	(0.3)		10.81	(311.4
Prepayment for debt paydown	(1.6)	10.3)	[310.7]	lual	(8.8
Payments of contingent consideration	(11.1)	(5.7)	(5.6)	(1.5)	(12.3
Tixoes related to net share settlement of equity awards	(0.5)	(0.4)		(17.2)	(12.3
	\$26.4	\$13.5	\$335.3	\$22.6	\$313.9
Net cash provided by financing activities	326.4	313.5	3689.3	522.6	3313.9
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(551.3)	(\$34.0)	\$257.4	\$20.7	\$129.2
Cash and Cash Equivalents - Beginning of period	148.0	148.0	18.8	18.8	18.8
CASH AND CASH EQUIVALENTS – END OF PERIOD	\$96.7	\$114.0	\$276.2	\$39.5	\$148.0



Subtotals in the schedule above may not foot due to rounding