

**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>TPG GP A, LLC</u> <hr/> (Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/12/2022	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	175,284,635	I	See Explanation of Responses <sup>(1)(2)(3)(4)(5)</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	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
TPG GP A, LLC  


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 (Last) (First) (Middle)  
 C/O TPG INC.  
 301 COMMERCE STREET, SUITE 3300  


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 (Street)  
 FORT WORTH TX 76102  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WINKELRIED JON  


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 (Last) (First) (Middle)  
 C/O TPG INC.  
 301 COMMERCE STREET, SUITE 3300  


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 (Street)  
 FORT WORTH TX 76102  


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 (City) (State) (Zip)

**Explanation of Responses:**

1. On January 12, 2022, in connection with TPG Inc.'s initial public offering, TPG Inc. engaged in certain transactions as part of a corporate reorganization. As a result of the reorganization, TPG GP A, LLC ("TPG GP A") replaced TPG Group Holdings (SBS) Advisors, Inc. as the managing member of TPG Group Holdings (SBS) Advisors, LLC and thus is replacing TPG Group Holdings (SBS) Advisors, Inc. as a Reporting Person for purposes of filings under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including as it relates to the shares of Common Stock ("Common Stock") of LifeStance Health Group, Inc.
2. TPG GP A is owned by entities owned by Messrs. David Bonderman, James G. Coulter and Jon Winkelried (together with TPG GP A, the "Reporting Persons"). Because of the relationship of Messrs. Bonderman, Coulter and Winkelried to TPG GP A, each of Messrs. Bonderman, Coulter and Winkelried may be deemed to beneficially own the shares of Common Stock held by TPG VIII Lynnwood (as defined below). Messrs. Bonderman and Coulter previously disclosed their beneficial ownership of shares of Common Stock on a Form 3 filed June 10, 2021. Mr. Winkelried does not directly own any shares of Common Stock.
3. TPG GP A is the managing member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG Inc., which is the controlling shareholder of TPG GP Co, Inc., which is the managing member of TPG Holdings I-A, LLC, which is the general partner of TPG Operating Group I, L.P., which is the sole member of TPG GenPar VIII Advisors, LLC, which is the general partner of TPG GenPar VIII, L.P., which is the general partner of TPG VIII Lynnwood Holdings Aggregation, L.P. ("TPG VIII Lynnwood"), which directly holds 175,284,635 shares of Common Stock.
4. Because of the relationship between the Reporting Persons and TPG VIII Lynnwood, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG VIII Lynnwood. Each of TPG VIII Lynnwood and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG VIII Lynnwood's or such Reporting Person's pecuniary interest therein, if any.
5. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

**Remarks:**

6. The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. 7. Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to authorization and designation letter dated October 12, 2020, which was previously filed with the Securities and Exchange Commission.

/s/ Bradford Berenson,  
General Counsel, TPG GP 01/21/2022  
A, LLC (6)  
/s/ Gerald Neugebauer on  
behalf of Jon Winkelried 01/21/2022  
(6)(7)

** Signature of Reporting Person	Date
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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.**