SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

TPG GP A, LLC

(Last) (First) (Middle)

C/O TPG INC.

301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

LifeStance Health Group, Inc. [LFST]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

11/12/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☐ Director ☑ 10% Owner

☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

☐ Form filed by One Reporting Person

☑ Form filed by More than One Reporting Person

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	11/12/2026		S		37,233,110	D	$13.02	42,458,592	I	See Explanation of Responses(1)(2)(3)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*

TPG GP A, LLC

(Last) (First) (Middle)

C/O TPG INC.

301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

COULTER JAMES G

(Last) (First) (Middle)

C/O TPG INC.

301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

WINKELRIED JON

(Last)	(First)	(Middle)
C/O TPG INC.		
301 COMMERCE STREET, SUITE 3300		
(Street)		
FORT WORTH	TX	76102
(City)	(State)	(Zip)

Explanation of Responses:

1. Each of James G. Coulter and Jon Winkelried owns entities that control TPG GP A, LLC (together with Messrs. Coulter and Winkelried, the "Reporting Persons"), which exercises direct or indirect control over entities that collectively hold 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 sole member of TPG GPCo, LLC, which is the sole member of TPG Holdings II-A, LLC, which is the general partner of TPG Operating Group II, L.P., which is the sole 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 42,458,592 shares of Common Stock of LifeStance Health Group, Inc.

2. 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.

3. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (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:

(4) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (5) Gerald Neugebauer is signing on behalf of Messrs. Coulter and Winkelried pursuant to authorization and designation letters dated January 10, 2024, which were previously filed with the Securities and Exchange Commission.

/s/ Matthew White, Vice President, TPG GP A, LLC(4)	11/16/2026
/s/ Gerald Neugebauer, on behalf of James G. Coulter(4)(5)	11/16/2026
/s/ Gerald Neugebauer, on behalf of Jon Winkelried(4)(5)	11/16/2026
** 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.