
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

LifeStance Health Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

(CUSIP Number)

03/31/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

Names of Reporting Persons

1

TPG GP A, LLC

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With: 5 Sole Voting Power
 0.00
 Shared Voting Power
 6
 111,744,614.00
 Sole Dispositive Power
 7
 0.00
 Shared Dispositive Power
 8
 111,744,614.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

111,744,614.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

29.3 %

12 Type of Reporting Person (See Instructions)

OO

Comment for Type of Reporting Person: The percentage beneficial ownership set forth in response to Item 11 above is based on 381,834,432 shares of Common Stock (as defined below) outstanding as of May 12, 2026, as reported in the Prospectus Supplement filed by LifeStance Health Group, Inc. (the "Issuer") with the Securities and Exchange Commission (the "Commission") on May 8, 2026.

SCHEDULE 13G

CUSIP No.

1 Names of Reporting Persons

COULTER, JAMES G

Check the appropriate box if a member of a Group (see instructions)

2 (a)

(b)

3 Sec Use Only

4 Citizenship or Place of Organization

UNITED STATES

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 6 Shared Voting Power

111,744,614.00

Sole Dispositive Power

7 0.00

8 Shared Dispositive Power

111,744,614.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

111,744,614.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

29.3 %

Type of Reporting Person (See Instructions)

12

IN

Comment for Type of Reporting Person: The percentage beneficial ownership set forth in response to Item 11 above is based on 381,834,432 shares of Common Stock outstanding as of May 12, 2026, as reported in the Prospectus Supplement filed by the Issuer with the Commission on May 8, 2026.

SCHEDULE 13G

CUSIP No.

Names of Reporting Persons

1

WINKELRIED JON

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of
Shares

Shared Voting Power

6

111,744,614.00

Beneficially
Owned by

Sole Dispositive Power

Each
Reporting

7

0.00

Person
With:

Shared Dispositive

8

Power

111,744,614.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

111,744,614.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

29.3 %

Type of Reporting Person (See Instructions)

12

IN

Comment for Type of Reporting Person: The percentage beneficial ownership set forth in response to Item 11 above is based on 381,834,432 shares of Common Stock outstanding as of May 12, 2026, as reported in the Prospectus Supplement filed by the Issuer with the Commission on May 8, 2026.

SCHEDULE 13G

Item 1.

Name of issuer:

- (a) LifeStance Health Group, Inc.
Address of issuer's principal executive offices:
- (b) 4800 N. Scottsdale Road, Suite 2500, Scottsdale, AZ 85251

Item 2.

Name of person filing:

This Amendment No. 2 to Schedule 13G is being filed jointly by TPG GP A, LLC, a Delaware limited liability company ("TPG GP A"), James G. Coulter and Jon Winkelried (each, a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act. TPG GP A 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., a Delaware corporation, which is the sole member of TPG GPCo, LLC, a Delaware limited liability company, which is the sole member of TPG Holdings II-A, LLC, a Delaware limited liability company, which is the general partner of TPG Operating Group II, L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Operating Group I, L.P., a Delaware limited partnership, which is the sole member of TPG GenPar VIII Advisors, LLC, a Delaware limited liability company, which is the general partner of TPG GenPar VIII, L.P., a Delaware limited partnership, which is the general partner of TPG VIII Lynnwood Holdings Aggregation, L.P., a Delaware limited partnership ("TPG VIII Lynnwood"), which directly holds 111,744,614 shares of Common Stock. Because of the relationship of TPG GP A to TPG VIII Lynnwood, TPG GP A may be deemed to be the beneficial owner of the shares of Common Stock held by TPG VIII Lynnwood. TPG GP A is controlled by entities owned by Messrs. Coulter and Winkelried. Because of the relationship of Messrs. Coulter and Winkelried to TPG GP A, each of Messrs. Coulter and Winkelried may be deemed to be the beneficial owners of the shares of Common Stock held by TPG VIII Lynnwood. Messrs. Coulter and Winkelried disclaim beneficial ownership of such shares of Common Stock held by TPG VIII Lynnwood except to the extent of their pecuniary interest therein.

Address or principal business office or, if none, residence:

- (b) The principal business address of each of the Reporting Persons is as follows: c/o TPG Inc. 301 Commerce Street, Suite 3300 Fort Worth, Texas 76102
- Citizenship:
- (c) See response to Item 4 of each of the cover pages.
- Title of class of securities:
- (d) Common Stock, par value \$0.01 per share
- (e) CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

- Item 4. Ownership
Amount beneficially owned:
- (a)
See responses to Item 9 on each cover page.
Percent of class:
- (b)
See responses to Item 11 on each cover page. %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
See responses to Item 5 on each cover page.
- (ii) Shared power to vote or to direct the vote:
See responses to Item 6 on each cover page.
- (iii) Sole power to dispose or to direct the disposition of:
See responses to Item 7 on each cover page.
- (iv) Shared power to dispose or to direct the disposition of:
See responses to Item 8 on each cover page.
- Item 5. Ownership of 5 Percent or Less of a Class.
- Item 6. Ownership of more than 5 Percent on Behalf of Another Person.
Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.
If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.
- See response to Item 2(a) above.
- Item 8. Identification and Classification of Members of the Group.
If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.
- TPG VIII Lynnwood entered into a Stockholders Agreement, dated as of June 9, 2021, with certain other holders (the "Holders") of shares of Common Stock. Pursuant to the Stockholders Agreement, TPG VIII Lynnwood and the Holders have agreed to, among other things, vote their shares of Common Stock to elect members of the Board of Directors of the Issuer as set forth therein. Because of the relationship between TPG VIII Lynnwood and the Holders as a result of the Stockholders Agreement, the Reporting Persons may be deemed, pursuant to Rule 13d-3 under the Act, to beneficially own the shares of Common Stock beneficially owned by TPG VIII Lynnwood and the Holders and/or to constitute a "group" with the Holders. Each Reporting Person and TPG VIII Lynnwood disclaims beneficial ownership of the shares of Common Stock beneficially owned by the Holders, except to the extent of its pecuniary interest therein, if any.
- Item 9. Notice of Dissolution of Group.
Not Applicable
- Item 10. Certifications:
Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Signature: /s/ Matthew White
Name/Title: Matthew White / Vice President
Date: 05/15/2026

COULTER, JAMES G

Signature: /s/ Gerald Neugebauer
Name/Title: Gerald Neugebauer on behalf of James G. Coulter
(1)
Date: 05/15/2026

WINKELRIED JON

Signature: /s/ Gerald Neugebauer
Name/Title: Gerald Neugebauer on behalf of Jon Winkelried
(2)
Date: 05/15/2026

Comments accompanying signature: (1) Gerald Neugebauer is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated January 10, 2024, which was previously filed with the Commission as an exhibit to a Form 4 filed by Mr. Coulter on February 7, 2024 (SEC File No. 001-41617). (2) Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to an authorization and designation letter dated January 10, 2024, which was previously filed with the Commission as an exhibit to a Form 4 filed by Mr. Winkelried on February 7, 2024 (SEC File No. 001-41617).

Exhibit Information

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act.* * Incorporated herein by reference to the Agreement of Joint Filing by TPG Group Holdings (SBS) Advisors, Inc., TPG GP A, LLC, TPG Advisors VII, Inc., TPG Advisors VI, Inc., TPG Advisors VI-AIV, Inc., TPG Asia Advisors VI, Inc., David Bonderman, James G. Coulter, Jon Winkelried and Karl Peterson dated as of January 18, 2022, which was previously filed with the Securities and Exchange Commission (the "Commission") as Exhibit 1 to Amendment No. 4 to Schedule 13D filed by TPG GP A, LLC, David Bonderman, James G. Coulter and Jon Winkelried on January 18, 2022 with respect to the shares of common stock of Allogene Therapeutics, Inc.