UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8 REGISTRATION STATEMENT

under the SECURITIES ACT OF 1933

LifeStance Health Group, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

86-1832801

(I.R.S. Employer Identification No.)

4800 N. Scottsdale Road, Suite 6000 Scottsdale, AZ 85251 (602) 767-2100 (Address of Principal Executive Offices) (Zip Code)

LifeStance Health Group, Inc. 2021 Equity Incentive Plan LifeStance Health Group, Inc. 2021 Employee Stock Purchase Plan (Full Title of the Plans)

Kenneth Burdick
Chief Executive Officer
LifeStance Health Group, Inc.
4800 N. Scottsdale Road, Suite 6000
Scottsdale, AZ 85251
(602) 767-2100
(Name, Address and Telephone Number of Agent for Service)
with copies to:

Thomas Fraser Ropes & Gray LLP Prudential Tower 800 Boylston Street Boston, MA 02199-3600 (617) 951-7000 Ryan Pardo Chief Legal Officer and Secretary LifeStance Health Group, Inc. 10655 NE 4th St #901 Bellevue, WA 98004 (425) 279-8500

3 3		celerated filer, a non-accelerated filer, a smaller reporting company or an emerging grov maller reporting company" and "emerging growth company" in Rule 12b-2 of the Exch		
Large accelerated filer		Accelerated filer	\boxtimes	
Non-accelerated filer		Smaller reporting company		
		Emerging growth company	X	
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 7(a)(2)(B) of the Securities Act				

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"), under the LifeStance Health Group, Inc. 2021 Equity Incentive Plan (the "2021 Plan") and the LifeStance Health Group, Inc. 2021 Employee Stock Purchase Plan (the "ESPP").

The number of shares of Common Stock reserved and available for issuance under the 2021 Plan is subject to an automatic annual increase on January 1st of each year through and including 2031 by the lesser of (i) five percent (5%) of the number of shares of Common Stock outstanding as of the close of business on the immediately preceding December 31st and (ii) the number of shares of Common Stock determined by the Board of Directors of the Registrant (the "Board") on or prior to such date for such year. On January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the 2021 Plan increased by 18,798,201 shares.

The number of shares of Common Stock reserved and available for issuance under the ESPP is subject to an automatic annual increase on January 1st of each year through and including 2031 by the lesser of (i) one percent (1%) of the number of shares of Common Stock outstanding as of the close of business on the immediately preceding December 31st and (ii) the number of shares of Common Stock determined by the Board on or prior to such date for such year, up to a maximum of 42,500,000 shares in the aggregate. On January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 3,759,640 shares.

This Registration Statement on Form S-8 registers these additional 22,557,841 shares of Common Stock. The additional shares are of the same class as other securities relating to the plans for which the Registrant's registration statement filed on Form S-8 (Registration No. 333-257086) on June 14, 2021 is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-257086) is hereby incorporated by reference pursuant to General Instruction E.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
4.1	Form of Amended and Restated Certificate of Incorporation of LifeStance Health Group, Inc. (previously filed as Exhibit 3.1 to the Registration Statement on Form S-1 (File No. 333-256202) filed on June 1, 2021 and incorporated herein by reference)
4.2	Form of Amended and Restated Bylaws of LifeStance Health Group, Inc. (previously filed as Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-256202) filed on June 1, 2021 and incorporated herein by reference)
4.3	Form of Common Stock Certificate (previously filed as Exhibit 4.1 to the Registration Statement on Form S-1 (File No. 333-256202) filed on June 1, 2021 and incorporated herein by reference)
4.4	Form of LifeStance Health Group, Inc. 2021 Equity Incentive Plan (previously filed as Exhibit 10.11 to the Registration Statement on Form S-1 (File No. 333-256202) filed on June 1, 2021 and incorporated herein by reference)
4.5	Form of LifeStance Health Group, Inc. 2021 Employee Stock Purchase Plan (previously filed as Exhibit 10.14 to the Registration Statement on Form S-1 (File No. 333-256202) filed on June 1, 2021 and incorporated herein by reference)
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP
23.2	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP
23.3	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of the Registration Statement)
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on March 9, 2023.

LifeStance Health Group, Inc.

By:	/s/ Kenneth Burdick				
Name:	Kenneth Burdick				
Title:	Chief Executive Officer				

* * *

SIGNATURES & POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Kenneth Burdick, David Bourdon, and Ryan Pardo, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of LifeStance Health Group, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kenneth Burdick Kenneth Burdick	Chief Executive Officer and Chairman (Principal Executive Officer)	March 9, 2023
/s/ David Bourdon David Bourdon	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	March 9, 2023
/s/ Robert Bessler Robert Bessler	Director	March 9, 2023
/s/ Darren Black Darren Black	Director	March 9, 2023
/s/ Jeffrey Crisan Jeffrey Crisan	Director	March 9, 2023
/s/ William Miller William Miller	Director	March 9, 2023
/s/ Jeffrey Rhodes Jeffrey Rhodes	Director	March 9, 2023
/s/ Eric Shuey Eric Shuey	Director	March 9, 2023
/s/ Seema Verma Seema Verma	Director	March 9, 2023
/s/ Katherine Wood Katherine Wood	Director	March 9, 2023



ROPES & GRAY LLP PRUDENTIAL TOWER 800 BOYLSTON STREET BOSTON, MA 02199-3600 WWW.ROPESGRAY.COM

March 9, 2023

LifeStance Health Group, Inc. 4800 N. Scottsdale Road, Suite 6000 Scottsdale, AZ 85251

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of an aggregate of 22,557,841 shares (the "Shares") of common stock, \$0.01 par value ("Common Stock") of LifeStance Health Group, Inc., a Delaware corporation (the "Company"), including (i) 18,798,201 shares of Common Stock issuable under the LifeStance Health Group, Inc. 2021 Equity Incentive Plan (the "2021 Plan") and (ii) 3,759,640 shares of Common Stock issuable under the LifeStance Health Group, Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP" and, together with the 2021 Plan, the "Plans").

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. For purposes of our opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of LifeStance Health Group, Inc. of our report dated March 9, 2023 relating to the financial statements of LifeStance Health Group, Inc. (Successor), which appears in LifeStance Health Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP Seattle, Washington March 9, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of LifeStance Health Group, Inc. of our report dated April 12, 2021, except for the effects of the reclassification of certain operating expense categories discussed in Note 2 (not presented herein) to the consolidated financial statements, as to which the date is May 12, 2021, relating to the financial statements of LifeStance Health, LLC (Predecessor), which appears in LifeStance Health Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP Seattle, Washington March 9, 2023

Calculation of Filing Fee Tables

Form S-8 (Form Type)

LifeStance Health Group, Inc. (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	LifeStance Health Group, Inc. 2021 Equity Incentive Plan Common Stock, \$0.01 par value	Other - 457(c) and 457(h)	18,798,201 shares (2)	\$4.78 (3)	\$89,855,400.78	\$110.20	\$9,902.07
Equity	LifeStance Health Group, Inc. 2021 Employee Stock Purchase Plan Common Stock, \$0.01 par value	Other - 457(c) and 457(h)	3,759,640 shares (4)	\$4.78 (3)	\$17,971,079.20	\$110.20	\$1,980.41
Total Offering Amounts					\$107,826,479.98		\$11,882.48
Total Fee Offsets						N/A	
Net Fee Due							\$11,882.48

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminable number of additional shares of the registrant's common stock that may become issuable pursuant to terms designed to prevent dilution resulting from share splits, share dividends or similar events.
- (2) Represents an increase to the number of shares available for issuance under the LifeStance Health Group, Inc. 2021 Equity Incentive Plan, effective as of January 1, 2023.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based on the average of the high and low prices of the registrant's Common Stock as reported on the Nasdaq Global Select Market on March 2, 2023 to be \$4.65 and \$4.90, respectively.
- (4) Represents an increase to the number of shares available for issuance under the LifeStance Health Group, Inc. Employee Stock Purchase Plan, effective as of January 1, 2023.