FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

116 HUNTINGTON AVENUE, 15TH FLOOR

(Street)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden response: 0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

See Explanation of Responses $^{(1)}$ 

> 11. Nature of Indirect Beneficial Ownership (Instr. 4)

	tion 1(b).	ilue. See	Filed	d pursuant	to Sec	tion 16(	a) of	f the	Securit	ies Exc	chang	e Act	of 1934				nours per re	esponse:	0.5
		*		or Section	on 30(l	h) of the	e Inve	estm	ent Co	mpany	Act o	f 1940		5 Dal	lationshi	n of	Deporting De	reon(e) to I	SSUAT
1. Name and Address of Reporting Person*  Silversmith Partners I GP, LLC			2. Issuer Name <b>and</b> Ticker or Trading Symbol LifeStance Health Group, Inc. [ LFST ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
													Director X 10% Owner  Officer (give title Other (spe						
(Last) (First) (Middle) 116 HUNTINGTON AVENUE, 15TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 06/14/2021									below) below)							
116 HUI	NTINGTO	N AVENUE, 151	H FLOOR	4 16 0		D		0-1-1-	! =:!-	-1 (3.4	41- /D -		,	C 11	5. dal 1 -	. 1-:		(011	0 li l l
(Street)				4. If Am	ename	ent, Date	e or c	Origir	nai File	a (Mon	tn/Da	ıy/ Yeai		6. Ina Line)			nt/Group Filir	•	
BOSTO	N M	A 0	2116											X	Form	file	d by One Rep d by More tha	•	
(City)	(Si	tate) (2	Zip)											21	Perso	on			
			I - Non-Deriva	ative Se	curiti	ies Ad	can	iired	l. Dis	nose	d of	or I	3enefi	cially	v Own	ed			
1. Title of	Security (Ins		2. Transaction	2A. Deen	ned	3.			4. Sec	urities	Acqui	ired (A	) or	5. Am	ount of		6. Ownership		e of Indire
			Date (Month/Day/Year)	Execution if any (Month/D		Cod	Transaction Code (Instr.						Securities Beneficially Owned			Form: Direct (D) or Indirect (I)		Beneficial Ownership (Instr. 4	
				(WOTHINE	Jayrica	",   ",	_	_						Follov Repor	ving rted		(Instr. 4)		
						Cod	de	٧	Amou	int	(A) ( (D)	or Pr			action(s) 3 and 4)				
Common	Stock		06/14/2021			S			584	870	   <sub>D</sub>		17.01	20	028 <b>5</b> 8'	2	I		xplanatio
Common	Common Stock		00/14/2021			"			584,870			Ψ17.01		20,028,583			•	of Responses <sup>(1)</sup> (2)(3)	
		Tal	ble II - Derivat												Owne	d			
1. Title of	2.	3. Transaction	(e.g., pt	ıts, call:		rrants . Numbe	<del>-</del>	•		isable		_	CUTITIE le and	÷	Price of	١.,	Number of	10.	11. Nat
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution Date, if any	4. Transacti Code (Ins	on o	f erivativ	e   E	Expira	ation Da h/Day/Y	ate	anu	Amo Secu	unt of rities	De	rivative curity	de: Se	rivative curities	Ownership Form:	of Indir
(Instr. 3)	Price of Derivative		(Month/Day/Year)	8)	A	ecurities cquired			,			Deriv	erlying vative	- [ `	(Instr. 5)	Ow	neficially ned	Direct (D) or Indirect	
	Security				D	(A) or Disposed of (D)						3 and	rity (Insti l 4)			Re	Following Reported Transaction(s)	(I) (Instr. 4)	'
					(1	nstr. 3, 4 nd 5)	1										str. 4)		
					$\top$	$\top$							Amoun	t					
				Code V		.,		Date		Expira	ation		Numbe of						
1 Nome o	ad Address s	f Departing Person*		Code V	1	A) (D)	-	Exerci	isable	Date		Title	Shares						
		f Reporting Person <sup>*</sup> ners I GP, LL	<u>C</u>																
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(Last)	NTINCTO	(First)	(Middle)																
HUI	NIINGIOI	N AVENUE, 15T	H FLOOR																
(Street)																			
BOSTO	N	MA	02116																
(City)		(State)	(Zip)																
1. Name a	nd Address o	f Reporting Person*																	
Silvers	mith Part	ners I GP, L.I	<u>).</u>																
(Last)		(First)	(Middle)																
'	NTINGTO	N AVENUE, 15T																	
,																			
(Street)	N	MA	02116																
(City)		(State)	(Zip)																
		f Reporting Person*																	
Silvers	mith Cap	ital Partners I	<u>-A, L.P.</u>																
(Last)		(First)	(Middle)																

BOSTON	MA	02116						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* Silversmith Capital Partners I-B, L.P.								
(Last)	(First)	(Middle)						
116 HUNTINGTON AVENUE, 15TH FLOOR								
(Street) BOSTON	MA	02116						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* Silversmith Capital Partners I-C, L.P.								
(Last)	(First)	(Middle)						
116 HUNTINGTON AVENUE, 15TH FLOOR								
(Street) BOSTON	MA	02116						
(City)	(State)	(Zip)						

## **Explanation of Responses:**

- 1. Silversmith Partners I GP, LLC is the general partner of Silversmith Partners I GP, L.P., which is the general partner of Silversmith Capital Partners I-A, L.P., Silversmith Capital Partners I-B, L.P. and Silversmith Capital Partners I-C, L.P. (collectively, the "Silversmith Entities"). Silversmith Capital Partners I-A, L.P. holds 13,780,778 shares of common stock of the Issuer, Silversmith Capital Partners I-B, L.P. holds 4,984,892 shares of common stock of the Issuer and Silversmith Capital Partners I-C, L.P. holds 1,262,913 shares of common stock of the Issuer.
- 2. Each Reporting Person disclaims beneficial ownership of all of the securities that are or may be beneficially owned by the Silversmith Entities or any of their affiliates, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- 3. Silversmith Capital Partners I-A, L.P., Silversmith Capital Partners I-B, L.P. and Silversmith Capital Partners I-C, L.P. have entered into a Stockholders Agreement with certain persons who are owners of more than 10% of the Issuer's outstanding common stock and, as a result, the Silversmith Entities may be deemed a member of a "group" (as such term is used under Section 13(d) of the Securities Exchange Act of 1934, as amended) with such persons.

## Remarks:

By: /s/ Jeffrey R. Crisan,

Manager of Silversmith 06/16/2021

Partners I GP, LLC

By: /s/ Jeffrey R. Crisan,

Manager of Silversmith

<u>Partners I GP, LLC, the</u> <u>06/16/2021</u>

General Partner of Silversmith

Partners I GP, L.P.

By: /s/ Jeffrey R. Crisan,

Manager of Silversmith

Partners I GP, LLC, the

General Partner of Silversmith 06/16/2021

Partners I GP, L.P., the

General Partner of Silversmith

Capital Partners I-A, L.P.

By: /s/ Jeffrey R. Crisan,

Manager of Silversmith

Partners I GP, LLC, the

General Partner of Silversmith 06/16/2021

Partners I GP, L.P., the

**General Partner of Silversmith** 

Capital Partners I-B, L.P.

By: /s/ Jeffrey R. Crisan,

Manager of Silversmith

Partners I GP, LLC, the

General Partner of Silversmith 06/16/2021

Partners I GP, L.P., the

**General Partner of Silversmith** 

Capital Partners I-C, L.P.

\*\* 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.