

**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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

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	<u>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).</u>
4.2	<u>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).</u>
4.3	<u>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).</u>
4.4	<u>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).</u>
4.5	<u>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).</u>
5.1	<u>Opinion of Ropes & Gray LLP</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP</u>
23.2	<u>Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP</u>
23.3	<u>Consent of Ropes & Gray LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of the Registration Statement).</u>
107	<u>Filing Fee Table</u>



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.

