



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

July 13, 2020

Monte Brem
Chairman and Co-Chief Executive Officer
StepStone Group Inc.
450 Lexington Avenue, 31st Floor
New York, NY 10017

**Re: StepStone Group Inc.
Amendment No. 3 to
Draft Registration Statement on Form S-1
Submitted July 1, 2020
CIK No. 0001796022**

Dear Mr. Brem:

We have reviewed your amended draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Amended Draft Registration Statement Submitted July 1, 2020

Risk Factors

Our amended and restated certificate of incorporation will designate the Court of Chancery, page 61

1. You state that "the federal district courts . . . shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended." Please revise this risk factor and the description of the provision on page 181 to state that investors cannot waive compliance with the federal securities laws. Additionally, clarify whether your forum selection provision applies to actions arising under the Exchange Act. If the provision does not apply to actions arising under the

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Exchange Act, ensure that the exclusive forum provision in your Certificate of Incorporation states this clearly, or tell us how you will inform investors in future filings that the provision does not apply to any actions arising under the Exchange Act.

You may contact Ben Phippen at 202-551-3697 or Amit Pande at 202-551-3423 if you have questions regarding comments on the financial statements and related matters. Please contact John Dana Brown at 202-551-3859 or J. Nolan McWilliams at 202-551-3217 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Finance

cc: Andrew L. Fabens