

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 144

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| OMB APPROVAL | |
| OMB Number: 3235-0101 | |
| Expires: July 31, 2023 | |
| Estimated average burden hours per response: 1.0 | |

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: This form must be filed in electronic format by means of the Commission's Electronic Data Gathering, Analysis, and Retrieval system (EDGAR) in accordance with the EDGAR rules set forth in Regulation S-T (17 CFR part 232), except that where the issuer of the securities is not subject to the reporting requirements of section 13 or 15(d) of the Exchange Act, this form must be filed in accordance with Securities Act Rule 144(f)(2). For assistance with EDGAR issues, please consult the EDGAR Information for Filers webpage on SEC.gov.

1. (a) NAME OF ISSUER (Please type or print)

LIFESTANCE HEALTH GROUP, INC.

1. (b) ADDRESS OF ISSUER

4800 NORTH SCOTTSDALE ROAD

STREET

SCOTTSDALE

CITY

AZ

85251

STATE

ZIP CODE

6027

672100

1. (c) TELEPHONE NO.

2. (a) NAME OF PERSON FOR WHOM ACCOUNT THE SECURITIES ARE TO BE SOLD

MICHAEL LESTER

2. (b) RELATIONSHIP TO
ISSUER

Associated to Affiliate

INSTRUCTION: The filer should contact the issuer to obtain the S.E.C. File Number.

INSTRUMENT: THE FUND SHOULD CONTAIN THE FOLLOWING INFORMATION:

| 1. Title of the Class of Securities To Be Sold | 2. Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY | | 3. Number of Shares or Other Units To Be Sold <i>(See note 2)(b)</i> | 4. Aggregate Market Value <i>(See note 2)(b)</i> | 5. Number of Shares or Other Units Outstanding <i>(See note 2)(b)</i> | 6. Approximate Date of Sale <i>(See note 2)(b)</i> (MO DAY YR) | 7. Name of Each Securities Exchange <i>(See note 2)(b)</i> |
|--|---|---------------------------|--|---|---|--|--|---|
| | | Broker-Dealer File Number | | | | | | |
| Common | FIDELITY BROKERAGE SERVICES LLC 245 SUMMER STREET BOSTON, MA 02110 | | | 1,500,000 | \$10,020,000.00 | 376370068 | 3/22/23 | NASDAQ |
| | | | | | | | | |
| | | | | | | | | |

INSTRUCTIONS:

- (a) Name of issuer
- (b) Issuer's S.E.C. file number, if any
- (c) Issuer's address, including zip code
- (d) Issuer's telephone number, including area code
- (e) Name of person for whom account the securities are to be sold
- (f) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (g) Title of the class of securities to be sold
- (h) Name and address of each broker through whom the securities are intended to be sold
- (i) Number of shares or other units to be sold of debt securities, give the aggregate face amount
- (j) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (k) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (l) Approximate date on which the securities are to be sold
- (m) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date Year Acquired | Name of Acquisition Transaction | Name of Person from Whom Acquired (If not, also give above above) | Amount of Securities Acquired | Date of Payment | Source of Payment |
|--------------------|--------------------|---------------------------------|---|-------------------------------|-----------------|-------------------|
| Common | 05/14/2022 | Stock Award | COMPANY | 1500000 | 06/09/2022 | Compensation |

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments, describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold:

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---|-------------------------------------|--------------|---------------------------|----------------|
| MICHAEL LESTER 4800 NORTH SCOTTSDALE ROAD SCOTTSDALE AZ 85251 | N/A LIFESTANCE HEALTH GROUP, INC | | | |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to himself, Rule 10b5-1 under the Exchange Act, by signing the form and submitting the date that the plan was adopted or the instructions given, that person makes such representation as to the plan, adoption or instructions.

DATE OF NOTICE
3/23/22

5500-107-001

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF BELYING ON FILE

The notice shall be signed by the person for whose account the securities are to be sold. An electronic copy of the notice shall be manually signed.

Any notice not manually signed shall have typed or printed signature.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)