

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Barnes Robert Allen</u>			2. Issuer Name and Ticker or Trading Symbol <u>BrightSpring Health Services, Inc. [ BTSG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ <u>President, Community Living</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/25/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person _____ Form filed by More than One Reporting Person _____		
C/O BRIGHTSPRING HEALTH SERVICES, INC. 805 N. WHITTINGTON PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
<u>LOUISVILLE</u>	<u>KY</u>	<u>40222</u>						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2024		A <sup>(1)</sup>		46,620	A	\$0	49,744	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to Buy)	\$6.37	01/25/2024		A <sup>(2)</sup>		35,331		(2)	09/24/2029	Common Stock	35,331	\$0.0	105,993	D	
Stock Options (Right to Buy)	\$7.01	01/25/2024		A <sup>(3)</sup>		2,944		(3)	05/12/2030	Common Stock	2,944	\$0.0	8,832	D	
Stock Options (Right to Buy)	\$13	01/25/2024		A <sup>(4)</sup>		16,919		(4)	01/25/2034	Common Stock	16,919	\$0.0	16,919	D	

**Explanation of Responses:**

- On January 26, 2024 reporting person was granted restricted stock units ("RSUs") which vest in three equal annual installments commencing on January 25, 2025. Each RSU represents a contingent right to receive one share of common stock upon settlement.
- Options acquired represent options originally granted on September 24, 2019, which were previously subject to the achievement by the Issuer of performance vesting criteria and which were deemed vested on January 25, 2024, in connection with the pricing of the Issuer's initial public offering. Such securities were originally included on the Form 3 filed by the reporting person on January 26, 2024. The remaining options are subject to a time-based vesting schedule, vesting in five equal annual installments commencing March 5, 2020. Reflects a 15.7027-for-1 forward stock split of the Issuer's common stock (the "Stock Split"), which became effective on January 25, 2024. Does not include unvested performance-based options which will be reported when earned upon achievement of certain performance criteria.
- Options acquired represent options originally granted on May 12, 2020, which were previously subject to the achievement by the Issuer of performance vesting criteria and which were deemed vested on January 25, 2024, in connection with the pricing of the Issuer's initial public offering. Such securities were originally included on the Form 3 filed by the reporting person on January 26, 2024. The remaining options are subject to a time-based vesting schedule, vesting in five equal annual installments commencing May 12, 2021. Reflects the Stock Split. Does not include unvested performance-based options which will be reported when earned upon achievement of certain performance criteria.
- Options granted on January 25, 2024 which vest in three equal annual installments commencing on January 25, 2025. Such securities were originally included on the Form 3 filed by the reporting person on January 26, 2024.

/s/ Steven S. Reed, as Attorney-in-Fact 01/30/2024

\*\* 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.