

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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> (Last) (First) (Middle) C/O BRIGHTSPRING HEALTH SERVICES, INC. 805 N. WHITTINGTON PARKWAY (Street) LOUISVILLE KY 40222 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2024	3. Issuer Name and Ticker or Trading Symbol <u>BrightSpring Health Services, Inc.</u> [BTSG]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) _____ President, Community Living	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,124	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	(1)	09/24/2029	Common Stock	105,993	6.37	D	
Stock Options (Right to Buy)	(2)	05/12/2030	Common Stock	8,832	7.01	D	
Stock Options (Right to Buy)	(3)	01/25/2034	Common Stock	16,919	13	D	

Explanation of Responses:

- Options granted on September 24, 2019, of which 35,331 vested on January 25, 2024 in connection with the pricing of the Issuer's initial public offering, with the remaining options 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, which became effective on January 25, 2024 (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 May 12, 2020, of which 2,944 vested on January 25, 2024 in connection with the pricing of the Issuer's initial public offering, with the remaining options 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.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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

01/26/2024

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents that the undersigned, does hereby make, constitute and appoint each of Steven S. Reed and Allison L. Brown, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of **BrightSpring Health Services, Inc.** (the "Company") (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including, without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto), (ii) pursuant to Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), including, without limitation, notices on Form 144 (including any amendments thereto), and (iii) in connection with any applications for EDGAR access codes or any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission, including without limitation the Form ID.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with regard to his or her ownership of or transactions in securities of the Company, unless earlier revoked in writing. The undersigned acknowledges that Steven S. Reed and Allison L. Brown are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 under the Securities Act.

By: /s/ Robert Allen Barnes

Name: Robert Allen Barnes

Date: October 3, 2023
