

**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>ROUSSEAU JON B</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	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	1,947	D	
Common Stock	351,363	I	By Rousseau Family Trust

**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)	10/16/2029	Common Stock	1,327,081	6.37	D	
Stock Options (Right to Buy)	(2)	10/16/2029	Common Stock	534,676	6.37	I	By The Margaret Rousseau Children Trust
Stock Options (Right to Buy)	(2)	10/16/2029	Common Stock	377,602	6.37	I	By Rousseau Family Trust
Stock Options (Right to Buy)	(3)	11/22/2033	Common Stock	628,108	22.29	D	
Stock Options (Right to Buy)	(4)	01/25/2034	Common Stock	320,086	13	D	

**Explanation of Responses:**

- Options granted on October 16, 2019, of which 955,823 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, of which, the remaining 46,803 unvested options will fully vest on March 5, 2024. 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.
- These options are fully vested. Reflects the Stock Split.
- Options granted on November 22, 2023 which vest one-third on May 22, 2024, and the remaining two-thirds to vest in equal monthly installments over the two years subsequent to the grant date. Reflects the Stock Split.
- Options granted on January 25, 2024 which vest in twelve equal quarterly installments commencing on April 25, 2024.

**Remarks:**

Title: Chairman, President and Chief Executive Officer. The Reporting Person states that this filing shall not be an admission that the Reporting Person is the beneficial owner of any of the securities reported herein as indirectly owned, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest therein. Exhibit List: Exhibit 24 - Power of Attorney.

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

01/29/2024

\*\* 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/ Jon B. Rousseau  
Name: Jon B. Rousseau

Date: October 10, 2023

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