FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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hours per response.	0.5								

					Or	Secu	on 30(n)	or the	investment	Con	ipany Aci	101 1940									
1. Name and Address of Reporting Person* Rhodes Jeffrey K.						2. Issuer Name and Ticker or Trading Symbol TPG Inc. [TPG]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
					_									┥	X Direct	or		10% Ov	vner		
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 04/01/2024									Office below	r (give title)		Other (s below)	specify		
301 COMMERCE STREET, SUITE 3300					4. It	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Che Line)							g (Check Ap	plicable							
(Street)					-										X Form	filed by One	e Rep	orting Perso	n		
,	ORTH 7	ΓX	76102												Form filed by More than One Reporting Person						
(City)	Rı	Rule 10b5-1(c) Transaction Indication																			
						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.															
		Tab	le I - No	n-Deriv	vative	e Se	curitie	s Ac	quired, [Disp	osed	of, or E	ene	ficial	ly Owne	d					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D					Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year		r, Transaction Dispose Code (Instr. 5)		rities Acquired (A) o ed Of (D) (Instr. 3, 4 a			Benefic Owned	ies Fo cially (D) Following (I)		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount (A) or (D)		Price	Transac	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
		٦							uired, Di s, options						Owned						
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. Transactio Code (Instr 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisable		epiration	Title	or Nu of	umber							
TPG Partner Holdings,	(2)	04/01/2024			A ⁽¹⁾		3,120		(2)		(2)	Class A Common Stock ⁽²⁾	1 3	,120	\$0	6,181,68	30	I	By Persona Investment Vehicle ⁽³⁾⁽⁴⁾		

Explanation of Responses:

1. On April 1, 2024, 3,120 additional units ("TPH Units") of TPG Partner Holdings, L.P. ("Partner Holdings") were allocated automatically to the Reporting Person in accordance with Partner Holdings' limited partnership agreement upon their forfeiture by a former partner of Partner Holdings.

- 2. Pursuant to the Amended and Restated Exchange Agreement filed by TPG Inc. (the "Issuer") with the Securities and Exchange Commission (the "Commission") on November 2, 2023, TPH Units are ultimately exchangeable for eash or, at the Issuer's election, shares of Class A common stock of the Issuer on a one-for-one basis, subject to customary conversion rate adjustments and transfer restrictions (the "exchange consideration"). Upon an exchange of TPH Units, an equal number of Common Units of TPG Operating Group II, L.P. held by TPG Group Holdings (SBS), L.P. ("Group Holdings"), of which Partner Holdings is an indirect limited partner, are exchanged on a one-for-one basis for the exchange consideration, and an equal number of shares of Class B common stock of the Issuer also held by Group Holdings will be automatically cancelled for no additional consideration. Each share of Class B common stock entitles the holder to ten votes per share but carries no economic rights.
- 3. Because of the relationship between the Reporting Person and the entities holding these securities, the Reporting Person may be deemed to beneficially own these securities to the extent of the greater of the Reporting Person's direct or indirect pecuniary interest in the profits, capital accounts or distributions of the holder. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of the Reporting Person's pecuniary interest therein, if any.
- 4. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities in excess of the Reporting Person's pecuniary interest.

Remarks:

L.P. Units

5. Bradford Berenson is signing on behalf of Mr. Rhodes pursuant to the power of attorney dated December 15, 2023, which was previously filed with the Commission.

/s/ Bradford Berenson, as attorney-in-fact (5)

04/03/2024

** 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.