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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

TPG Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

87-2063362
(I.R.S. Employer
Identification No.)

301 Commerce Street, Suite 3300
Fort Worth, TX
(Address of Principal Executive Offices)

76102
(Zip Code)

Title of Each Class
to be Registered
6.950% Fixed-Rate Junior Subordinated Notes due 2064

Name of Each Exchange on Which
Each Class is to be Registered
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: 333-277384
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant’s Securities to be Registered.

The securities to be registered hereby are the 6.950% Fixed-Rate Junior Subordinated Notes due 2064 (the “Notes”) of TPG Operating Group II, L.P. (the “Issuer”), an indirect subsidiary of TPG Inc. (the “Company”). The Notes are guaranteed by the Company and its indirect subsidiaries TPG Operating Group I, L.P., TPG Operating Group III, L.P. and TPG Holdings II Sub, L.P. (together with the Company, the “Guarantors”). Descriptions of the Notes are contained in a prospectus dated February 27, 2024 (the “Prospectus”), constituting part of the Company’s registration statement on Form S-3ASR (File No. 333-277384), and a supplement to the Prospectus dated February 28, 2024 (the “Prospectus Supplement”) and filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended. The description of the Notes contained in the Prospectus under the heading “Description of Debt Securities” and the description of the Notes contained in the Prospectus Supplement under the heading “Description of the Notes” are each incorporated herein by reference and made part of this registration statement in their entirety.

Item 2. Exhibits.

Exhibit Number	Description
4.1	<u>Subordinated Indenture, dated as of March 4, 2024, among TPG Operating Group II, L.P., the Guarantors named therein and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, filed on March 4, 2024).</u>
4.2	<u>First Supplemental Indenture, dated as of March 4, 2024, among TPG Operating Group II, L.P., the Guarantors named therein and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K, filed on March 4, 2024).</u>
4.3	<u>Form of 6.950% Subordinated Notes due 2064 (incorporated by reference to Exhibit 4.3 to the Company’s Current Report on Form 8-K, filed on March 4, 2024).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 4, 2024

TPG Inc.

By: /s/ Bradford Berenson

Name: Bradford Berenson

Title: General Counsel