

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>TPG GP A, LLC</u> <hr/> (Last) (First) (Middle) 301 COMMERCE STREET SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/13/2022	3. Issuer Name and Ticker or Trading Symbol <u>TPG Inc. [TPG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
Class A Common Stock	33,898	I	See Explanation of Responses ⁽¹⁾⁽³⁾⁽⁴⁾
Class A Common Stock	16,949	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			
TPG Operating Group Common Units	(2)	(2)	Class A Common Stock ⁽²⁾	229,652,641	(2)	I	See Explanation of Responses ⁽¹⁾⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person* <u>TPG GP A, LLC</u> <hr/> (Last) (First) (Middle) 301 COMMERCE STREET SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>TPG Group Holdings (SBS) Advisors, LLC</u> <hr/> (Last) (First) (Middle) 301 COMMERCE STREET SUITE 3300 <hr/> (City) (State) (Zip)

(Street)	FORT WORTH TX	76102
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
TPG Partner Holdings, L.P.		
(Last)	(First)	(Middle)
301 COMMERCE STREET SUITE 3300		
(Street)	FORT WORTH TX	76102
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
TPG Group Holdings (SBS), L.P.		
(Last)	(First)	(Middle)
301 COMMERCE STREET SUITE 3300		
(Street)	FORT WORTH TX	76102
(City)	(State)	(Zip)

Explanation of Responses:

1. Represents securities held by TPG Group Holdings (SBS), L.P. ("Group Holdings"), of which (i) the general partner is TPG Group Holdings (SBS) Advisors, LLC, the managing member of which is TPG GP A, LLC ("GP LLC"); and (ii) the sole limited partner is TPG New Holdings, LLC, of which (a) the managing member is TPG Group Advisors (Cayman), Inc. ("Advisors"), of which the sole shareholder is TPG Group Advisors (Cayman), LLC, of which the sole member is GP LLC; and (b) the member is TPG Partner Holdings, L.P., ("Partner Holdings") of which the general partner is Advisors.
2. Pursuant to an exchange agreement, as disclosed in the prospectus of TPG Inc. (the "Issuer"), filed with the Securities and Exchange Commission on January 4, 2022, the common units ("Common Units") of the TPG Operating Group are ultimately exchangeable for cash or, at the Issuer's election, shares of Class A common stock on a one-for-one basis, subject to customary conversion rate adjustments and compliance with lock-up, vesting and transfer restrictions and the terms of the exchange agreement. Upon an exchange of the Common Units, an equal number of shares of Class B common stock of the Issuer accompanying the Common Units and 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 Persons and the entities holding these securities, the Reporting Persons may be deemed to beneficially own these securities to the extent of the greater of the Reporting Persons' direct or indirect pecuniary interest in the profits, capital accounts or distributions of the holder. The Reporting Persons disclaim beneficial ownership of these securities, except to the extent of the Reporting Persons' 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 Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of the Reporting Persons' pecuniary interest.

Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

[TPG GP A, LLC By /s/ Bradford Berenson \(in his capacity as General Counsel\)](#) [01/13/2022](#)

[TPG Group Holdings \(SBS\) Advisors, LLC By /s/ Bradford Berenson \(in his capacity as General Counsel\)](#) [01/13/2022](#)

[TPG Partner Holdings, L.P. By /s/ Michael LaGatta \(in his capacity as Vice President of TPG Group Advisors \(Cayman\), Inc., the General Partner of TPG Partner Holdings, L.P.\)](#) [01/13/2022](#)

[TPG Group Holdings \(SBS\), L.P. By /s/ Bradford Berenson \(in his capacity as General Counsel of TPG Group Holdings \(SBS\) Advisors,](#) [01/13/2022](#)

LLC, the General Partner
of TPG Group Holdings
(SBS), L.P.

** 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.