FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20540
vvasiiiigtoii,	D.C.	20048

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

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 ar		f Reporting Person [*]			TH	PG I	<u>nc.</u> [T	PG]					(Ch	eck all applic	r	10	% Ow	ner	
(Last)	(F	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 04/10/2024							below)	(give title		ner (sp ow)	ресіту		
301 COMMERCE STREET, SUITE 3300					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)														_	led by One F				
FORT W	ORTH T	X	76102											Form fi Person	led by More	than One F	Report	ing	
(City)	(S	tate)	(Zip)		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 intend satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									ended	to									
		Tab	le I - Non	-Deriv	ativ	e Sec	curities	s Ac	quired, I	Dis	posed o	f, or Be	neficial	y Owned					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D					Execution Date,			Code (Instr. 5)				5. Amou Securitie Beneficia Owned F Reported	s Fally (Following (6. Ownershi Form: Direc D) or Indire I) (Instr. 4)	ct E	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	(A) or (D) Pri		Transact	Transaction(s) (Instr. 3 and 4)		(msu.			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any		ate,		ransaction of ode (Instr. Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owne Form: Direct or Ind (I) (Ins	(D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exercisabl		Expiration Date	Title	Amount or Number of Shares						
TPG Partner Holdings, L.P. Units	(2)	04/10/2024			A ⁽¹⁾		14,448		(2)		(2)	Class A Common Stock ⁽²⁾	14,448	\$0	6,465,854	4 Г			

Explanation of Responses:

- 1. On April 10, 2024, 14,448 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 cash 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. Bradford Berenson is signing on behalf of Mr. Trujillo pursuant to the power of attorney dated December 30, 2021, which was previously filed with the Commission.

attorney-in-fact (3)

04/12/2024

** 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.