

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Kennedy Lewis Capital Partners Master Fund III LP (Last) (First) (Middle) 111 WEST 33RD STREET, SUITE 1910 (Street) NEW YORK, NY 10120 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol F45 Training Holdings Inc. [FXLV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 11/29/2021		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/29/2021		P		73495	A	\$10.73 (7)	73495 (1)	I	See Footnotes (2)(3)(4)(5)(6)
Common Stock	11/30/2021		P		73495	A	\$10.44 (8)	146990 (1)	I	See Footnotes (2)(3)(4)(5)(6)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		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)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) These trades were previously reported by Kennedy Lewis Management LP, Kennedy Lewis Capital Partners Master Fund II LP, Kennedy Lewis GP II LLC, Kennedy Lewis Investment Holdings II LLC, KLM GP LLC, Kennedy Lewis Investment Management LLC, Darren Richman and David Chene on Form 4s filed on December 1, 2021.
- (2) These securities of F45 Training Holdings Inc. (the "Issuer") are held directly by Kennedy Lewis Capital Partners Master Fund III LP ("Master Fund III").
- (3) Kennedy Lewis Management LP (the "Adviser") acts as investment adviser to Master Fund III. KLM GP LLC ("KLM") is the general partner of the Adviser. Kennedy Lewis Investment Management LLC ("Kennedy Lewis") is the owner and control person of KLM. David Chene and Darren Richman are the managing members and control persons of Kennedy Lewis. Each of the Adviser, KLM and Kennedy Lewis may be deemed to exercise voting and investment power over and thus may be deemed to beneficially own the securities of the Issuer held by Master Fund III due to their relationship with Master Fund III.
- (4) Kennedy Lewis GP III LLC ("Fund III GP") is the general partner of Master Fund III. Kennedy Lewis Investment Holdings II LLC ("Holdings II") is the managing member of Fund III GP. David Chene and Darren Richman are the managing members of Holdings II. Each of Fund III GP and Holdings II may be deemed to exercise voting and investment power over and thus may be deemed to beneficially own the securities held by Master Fund III due to their relationship with Master Fund III.
- (5) (Continued from footnote 4) David Chene and Darren Richman, in their capacities as managing members of Kennedy Lewis, and managing members of Holdings II, may be deemed to exercise voting and investment power over and thus may be deemed to beneficially own the securities held by Master Fund III due to their relationships with Master Fund III.
- (6) For purposes of Section 16 of the Securities Exchange Act of 1934, each of the Adviser, KLM, Kennedy Lewis, Holdings II, Fund III GP, David Chene and Darren Richman disclaims beneficial ownership of the securities of the Issuer held directly by Master Fund III except to the extent of its or his pecuniary interest therein, and this report shall not be deemed an admission that any of the Adviser, KLM, Kennedy Lewis, Holdings II, Fund III GP, David Chene or Darren Richman is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (7) The price reported in Column 4 is a weighted average price. These shares of Common Stock of the Issuer were sold in multiple transactions at prices ranging from \$10.07 to \$10.90, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and

Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (7) and (8) to this Form 4.

- (8) The price reported in Column 4 is a weighted average price. These shares of Common Stock of the Issuer were sold in multiple transactions at prices ranging from \$10.21 to \$10.64, inclusive.

Remarks:

The trades were previously reported by Kennedy Lewis Management LP, Kennedy Lewis Capital Partners Master Fund II LP, Kennedy Lewis GP II LLC, Kennedy Lewis Investment Holdings II LLC, KLM GP LLC, Kennedy Lewis Investment Management LLC, Darren Richman and David Chene on Form 4s filed on December 1, 2021. Darren Richman, a managing member of each of Kennedy Lewis Investment Management LLC, Kennedy Lewis Investment Holdings LLC, and Kennedy Lewis Investment Holdings II LLC, serves on the Board of Directors of F45 Training Holdings Inc. (the "Issuer"). By virtue of their representation on the Board of Directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each of the reporting persons other than Mr. Richman are deemed directors by deputization of the Issuer.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Lewis Capital Partners Master Fund III LP 111 WEST 33RD STREET, SUITE 1910 NEW YORK, NY 10120	X	X		
Kennedy Lewis GP III LLC 111 WEST 33RD STREET, SUITE 1910 NEW YORK, NY 10120	X	X		

Signatures

KENNEDY LEWIS CAPITAL PARTNERS MASTER FUND III LP, By: Kennedy Lewis GP III LLC, its general partner, By: Kennedy Lewis Investment Holdings II LLC, its managing member, Name: /s/ Anthony Pasqua, Title: Authorized Person

12/3/2021

—Signature of Reporting Person

Date

KENNEDY LEWIS GP III LLC, By: Kennedy Lewis Investment Holdings II LLC, its managing member, Name: /s/ Anthony Pasqua, Title: Authorized Person

12/3/2021

—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 control number.

Form 4 Joint Filer Information

Name:	Kennedy Lewis GP III LLC
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	11/29/2021