SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response: 0.5

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 EWC Holdings, Inc.	Requirir (Month/	2. Date of Event Requiring Statement (Month/Day/Year) 08/05/2021								
(Last) (First) (Middle) 527 ROYAL PLAZA DRIVE			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				5. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) FORT LAUDERDALE FL 33301	_		Director Officer (give title below)	X	10% Ov Other (s below)			ck Applicable Form filed b Person	y One Reporting y More than One	
(City) (State) (Zip)										
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Class B common stock ⁽¹⁾⁽²⁾			13,863,502		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 (In: 4)			4. Conversion or Exercise Price of		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Derivative Security		or Indirect (I) (Instr. 5)	5)	
Common units of EWC Ventures, LLC ⁽²⁾	(2)	(2)	Class A common stock	13,863,502		(2)		D		

Explanation of Responses:

1. Shares of Class B common stock of the Issuer ("Class B common stock") have one vote per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of non-voting common units of EWC Ventures, LLC ("EWC Ventures Units") held.

2. Pursuant to the terms of the Exchange Agreement, effective as of August 4, 2021, by and among the Issuer, EWC Ventures, LLC and the equityholders of EWC Ventures, LLC (the "Exchange Agreement"), EWC Ventures Units, together with a corresponding number of shares of Class B common stock, may be exchanged for shares of Class A common stock of the Issuer, which have one vote per share and economic rights (including rights to dividends and distributions upon liquidation), on a one-for-one basis at the discretion of the holder. The exchange rights under the Exchange Agreement do not expire.



08/05/2021

Date

Person 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.