SEC Form 3 FORM 3

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> (Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE 3300 (Street)		2. Date of Event Requiring Statement (Month/Day/Year) 12/11/2024		3. Issuer Name and Ticker or Trading Symbol ServiceTitan, Inc. [TTAN] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Image: 10% Owner Officer (give title below) Officer (give 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 	
FORT	102)						Repo	n filed by More than One orting Person
	Table	I - Non-De	erivat	ive Securities	s Benefici	ally Owned		
1. Title of Security (Instr. 4)				2. Amount of Securities 3. Ownership		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
		xercisable and 3. Title on Date Unde		tle and Amount of Securities erlying Derivative Security		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Preferred Stock	(3)	(3)	Co	ommon Stock	600,000	(3)	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾⁽⁶⁾
Series H Preferred Stock	(3)	(3)	Co	ommon Stock	3,559,131	(4) (3)	Ι	See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾
1. Name and Address of Reporting Person [*] <u>TPG GP A, LLC</u>								
(Last) (First) C/O TPG INC.	(Middle)							
301 COMMERCE STREET, SUITE 3300								
(Street) FORT WORTH TX	76102							
(City) (State)	(Zip)							
1. Name and Address of Reporting Person [*] <u>COULTER JAMES G</u>								
(Last) (First) C/O TPG INC.	(Middle)							
301 COMMERCE STREET, (Street) FORT WORTH TX	76102							

(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] WINKELRIED JON						
(Last) C/O TPG INC.	(First)	(Middle)				
301 COMMERCE STREET, SUITE 3300						
(Street) FORT WORTH	ТХ	76102				
(City)	(State)	(Zip)				

Explanation of Responses:

1. Each of James G. Coulter and Jon Winkelried own entities that control TPG GP A, LLC (together with Messrs. Coulter and Winkelried, the "Reporting Persons"), which is the managing member of each of (i) TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., and (ii) Alabama Investments (Parallel) GP, LLC, which is the general partner of each of (a) Alabama Investments (Parallel), LP, (b) Alabama Investments (Parallel) Founder A, LP and (c) Alabama Investments (Parallel) Founder G, LP, which, collectively with TPG Group Holdings (SBS), L.P., Alabama Investments (Parallel), LP and Alabama Investments (Parallel) Founder A, LP, holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG Inc.

2. TPG Inc. is the sole member of TPG GPCo, LLC, which is the sole member of TPG Holdings II-A, LLC, which is the general partner of TPG Operating Group II, L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Operating Group I, L.P., which is the managing member of TPG Tech Adjacencies GenPar II Advisors, LLC, which is the general partner of TPG Tech Adjacencies GenPar II, L.P., which is the managing member of TPG Tech Adjacencies II SPV GP, LLC, which is the general partner of TPG Sherpa"), which directly holds 600,000 shares of Series A-1 Preferred Stock and 3,559,131 shares of Series H Preferred Stock (together with the Series A-1 Preferred Stock, the "Preferred Stock") of ServiceTitan, Inc. (the "Issuer").

3. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer (the "Certificate of Incorporation"), the shares of Preferred Stock are convertible, at the option of the holder, at any time into shares of Common Stock of the Issuer at a conversion rate equal to one share of Common Stock per one share of Preferred Stock, subject to adjustment, including in the case of the Series H Preferred Stock, for adjustment in the event of an IPO (as defined in the Certificate of Incorporation) of the Issuer.

4. The number of shares of Common Stock underlying the Series H Preferred Stock is reported herein prior to the upward adjustment required by the Certificate of Incorporation in the event of an IPO of the Issuer where the IPO Price is less than the Ratchet Adjustment Denominator (each as defined in the Certificate of Incorporation).

5. Because of the relationship between the Reporting Persons and TPG Sherpa, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Sherpa. Each of TPG Sherpa and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Sherpa's or such Reporting Person's pecuniary interest therein, if any.

6. 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 their respective pecuniary interests.

Remarks:

(7) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. (8) Gerald Neugebauer is signing on behalf of Messrs. Coulter and Winkelried pursuant to authorization and designation letters dated January 10, 2024, which were previously filed with the Securities and Exchange Commission.

/s/ Bradford Berenson,	
General Counsel, TPG GP	<u>12/11/2024</u>
<u>A, LLC (7)</u>	
/s/ Gerald Neugebauer on	
behalf of James G. Coulter	<u>12/11/2024</u>
<u>(7)(8)</u>	
/s/ Gerald Neugebauer on	
behalf of Jon Winkelried	<u>12/11/2024</u>
<u>(7)(8)</u>	
** Signature of Reporting Person	Date
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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.