FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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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).

Welsh, Carson, Anderson & Stowe XII

Delaware, L.P.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Footnotes(2)(3)(4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

IIISIIU	CHOIT I(D).		Filed							mnany A									
1. Name a	nd Address of	Reporting Person	•	2. lss	uer N	ame ar	nd Tick	ker or T	Frading	Symbol		940		5. Relationshi			erson(s) to Iss	suer
Welsh, Carson, Anderson & Stowe XII, L.P.				InnovAge Holding Corp. [INNV]							(Check all applicable) Director X 10% Owner								
				3. Date of Earliest Transaction (Month/Day/Year) 02/22/2024								Officer (give title Other (specify below) below)					pecify		
(Last)	, , , , , , , , , , , , , , , , , , , ,				If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual o	r Joi	int/Group Fili	ing (C	heck Ap	plicable		
C/O WELSH, CARSON, ANDERSON AND STOWE											Line) Form	n filed	d by One Re	portin	g Perso	n			
		AVENUE, SUIT	E 1800									X Form		d by More tha	an On	e Repo	rting		
(Street)				Rul	le 10	0b5-	1(c)	Tra	nsac	tion I	ndic	atio	on						
NEW YORK NY 10022					Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
(City)	(St	ate) (Zip)		Saussy the annihilative delense conditions of Rule 1005-1(c). See					,,. oee iiis	ardettorr To.								
		Table	I - Non-Deriva	tive S	Secu	rities	Acq	uire	d, Dis	sposed	l of,	or E	Benefic	cially Own	ed				
Date		2. Transaction Date (Month/Day/Year	Exec) if an	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		ı Disp	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			, 4 and	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I)			of Beneficia ip (Instr.	
							Code	e V	Amo	ount	(A) o	r P		Reported Transaction(s (Instr. 3 and 4		(Instr. 4)			
Commor	Stock, \$0.0	001 par value	02/22/2024				J ⁽¹⁾		3,5	32,542	D		\$0	112,988,0	70	I		See Footno	tes(2)(3)(
		Та	ble II - Derivati (e.g., pu												d				
1. Title of	2.	3. Transaction	3A. Deemed	4.		_	mber	6. Dat	e Exer	cisable ar	nd 7	'. Titl	le and	8. Price of Derivative		Number of rivative	10.	orobin	11. Natu
Security (Instr. 3)	Conversion or Exercise Price of	(Month/Day/Year)	if any		Transaction Code (Instr. 8)		ative rities	tive (Month		tion Date n/Day/Year)		Amount of Securities Underlying		Security (Instr. 5)	Sec Ber	curities F neficially [Forn	Ownership Form: Direct (D)	Benefic Owners
	Derivative Security					Acqu (A) or Dispo	r				8	Deriv Secui Sand	vative urity (Instr.		Fol	vned Illowing ported		Indirect (Instr. 4)	(Instr. 4
						of (D) (Instr) : 3, 4						.,		Tra	ansaction(s) str. 4)			
						anus	,				\dashv		Amoun	<u>-</u>					
				Code	v	(A)	(D)	Date Exerc	isable	Expirati Date		Title	or Number of Shares	r					
		Reporting Person		D.						•			•	,					
weish,	<u>Carson, a</u>	Anderson & S	Stowe XII, L.	<u>r.</u> 	_														
(Last)	NOU CAD	(First)	(Middle)	TC.															
		SON, ANDERS AVENUE, SUIT	ON AND STOW E 1800	/E															
(Street) NEW Y	ORK	NY	10022																
(City)		(State)	(Zip)		-														
		Reporting Person																	
(Last)		(First)	(Middle)		-														
	ELSH, CAR	,	ON AND STOW	/E															
599 LEX	XINGTON A	AVENUE, SUIT	E 1800																
(Street) NEW Y	ORK	NY	10022																
(City)		(State)	(Zip)		-														
1 Name o	nd Addross of	F Poporting Porces	*		-														

(Last)	(First)	(Middle)
C/O WELSH, CA	ARSON, ANDERS	SON AND STOWE
599 LEXINGTO	N AVENUE, SUI	ΓΕ 1800
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	s of Reporting Persor n, <u>Anderson &</u> L.P.	
	(First) ARSON, ANDERS N AVENUE, SUI'	(Middle) SON AND STOWE TE 1800
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	s of Reporting Persor n, <u>Anderson &</u>	
(Last)	(First)	(Middle)
	, ,	SON AND STOWE
	N AVENUE, SUI	
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	s of Reporting Persor o-Investors LL	
(Last)	(First)	(Middle)
	ARSON, ANDERS N AVENUE, SUI	SON AND STOWE TE 1800
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	s of Reporting Persor	
(Last)	(First)	(Middle)
		SON AND STOWE
	N AVENUE, SUI	TE 1800
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	s of Reporting Persor	
(Last)	(First)	(Middle)
	ARSON, ANDERS N AVENUE, SUI	SON AND STOWE TE 1800
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
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(Last)	(First)	(Middle)
C/O WELSH, C	ARSON, ANDE	RSON AND STOWE
599 LEXINGTO	ON AVENUE, SU	ЛТЕ 1800
Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Pers	
WCAS XII A	ASSOCIATES	CAYMAN, L.P.
WCAS XII A	(First)	CAYMAN, L.P.
WCAS XII A (Last) C/O WELSH, C	(First)	CAYMAN, L.P. (Middle) RSON AND STOWE
WCAS XII A (Last) (C/O WELSH, C 599 LEXINGTO	(First) ARSON, ANDE DN AVENUE, SU	CAYMAN, L.P. (Middle) RSON AND STOWE JITE 1800
WCAS XII A (Last) C/O WELSH, C 599 LEXINGTO	(First) ARSON, ANDE DN AVENUE, SU	CAYMAN, L.P. (Middle) RSON AND STOWE

Explanation of Responses:

- 1. Reflects a distribution by TCO Group Holdings, L.P. to a limited partner as consideration for its interest in TCO Group Holdings, L.P.
- 2. The limited partners of TCO Group Holdings, L.P. to a minded partners in the observation of the works and dispositive power with respect to the common stock if Welsh, Carson, Anderson & Stowe XII, L.P. ("WCAS XII-D"), Welsh, Carson, Anderson & Stowe XII Delaware, L.P. ("WCAS XII-D"), Welsh, Carson, Anderson & Stowe XII Delaware, L.P. ("WCAS XII-D"), Welsh, Carson, Anderson & Stowe XII Delaware II, L.P. ("WCAS XII-D"), Welsh, Carson, Anderson & Stowe XII Cayman, L.P. ("WCAS XII-C"), WCAS XII Co-Investors LLC ("WCAS XII-C"), WCAS Management Corporation and WCAS Co-Invest Holdco, L.P. (collectively, the "WCAS Investor") consents to a change to the delegation of authority to the committee of limited partners that controls TCO Group Holdings, L.P.
- 3. The general partner of each of WCAS XII and WCAS XII-DII is WCAS XII Associates LLC ("WCAS XII Associates"). The general partner of each of WCAS XII-D and WCAS XII-C is WCAS XII Associates Cayman, L.P. The general partner of WCAS XII Associates Cayman, L.P. is WCAS XII Associates.
- 4. The managing members of WCAS XII Associates are Thomas A. Scully, Sean Traynor, Anthony deNicola, D. Scott Mackesy, Brian Regan, Michael Donovan, Eric Lee, Christopher Hooper, Christopher Solomon, Edward Sobol, Gregory Lau, Frances Higgins, Nicholas O'Leary, Jonathan Rather and Ryan Harper (collectively, the "WCAS GP"). The general partner of WCAS Co-Invest Holdco, L.P. is WCAS Co-Invest Associates LLC. The managing members of each of WCAS XII-Co and WCAS Co-Invest Associates, LLC is the WCAS GP. Anthony deNicola, Christopher Hooper, D. Scott Mackesy, Jonathan Rather, Brian Regan, Michael Donovan and Edward Sobol ("WCAS Board") comprise the board of directors of WCAS Management Corporation. Each of the foregoing entities and individuals disclaim beneficial ownership of the shares held of record by TCO Group Holdings, L.P. except to the extent of its or his pecuniary interest therein.

Welsh, Carson, Anderson &	
Stowe XII, L.P., By: /s/	02/22/2024
Thomas Scully, Authorized	02/22/2024
<u>Signatory</u>	
Welsh, Carson, Anderson &	
Stowe XII Delaware, L.P., By:	02/22/2024
/s/ Thomas Scully, Authorized	02/22/2024
<u>Signatory</u>	
Welsh, Carson, Anderson &	
Stowe XII Delaware II, L.P.,	02/22/2024
By: /s/ Thomas Scully,	02/22/2024
Authorized Signatory	
Welsh, Carson, Anderson &	
Stowe XII Cayman, L.P., By:	02/22/2024
/s/ Thomas Scully, Authorized	02/22/2024
<u>Signatory</u>	
WCAS XII Co-Investors LLC,	
By: /s/ Jonathan Rather,	02/22/2024
<u>Authorized Signatory</u>	
WCAS Management	
Corporation, By: /s/ Jonathan	02/22/2024
Rather, Authorized Signatory	
WCAS Co-Invest Holdco,	
L.P., By: /s/ Jonathan Rather,	02/22/2024
Authorized Signatory	
WCAS XII Associates LLC,	
By: /s/ Thomas Scully,	02/22/2024
<u>Authorized Signatory</u>	
WCAS XII Associates	
Cayman, L.P., By: /s/ Thomas	02/22/2024
Scully, Authorized Signatory	
WCAS Co-Invest Associates	
LLC, By: /s/ Jonathan Rather,	$\underline{02/22/2024}$
<u>Authorized Signatory</u>	
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{^{\}star}$ If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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.	