
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13G/A

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)***

InnovAge Holding Corp.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

45784A104
(CUSIP Number)

September 30, 2024
(Date of Event Which Requires Filing of this Statement)

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1.	Names of Reporting Persons TCO Group Holdings, L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 112,988,070
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 112,988,070
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 112,988,070	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) 83.38%⁽¹⁾	
12.	Type of Reporting Person (See Instructions) PN	

(1) Calculated based on 135,496,056 shares of Common Stock, \$0.001 par value per share outstanding as of October 11, 2024 as reported on the Issuer's Definitive Proxy Statement filed on October 25, 2024.

1.	Names of Reporting Persons Ignite Aggregator LP	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
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12.	Type of Reporting Person (See Instructions) PN	

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1.	Names of Reporting Persons Ignite GP Inc.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 112,988,070
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 112,988,070
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11.	Percent of Class Represented By Amount in Row (9) 83.38%⁽¹⁾	
12.	Type of Reporting Person (See Instructions) CO	

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1.	Names of Reporting Persons Apax X GP Co. Limited	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Guernsey	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 112,988,070
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 112,988,070
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 112,988,070	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) 83.31%⁽¹⁾	
12.	Type of Reporting Person (See Instructions) CO	

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1.	Names of Reporting Persons Apax X EUR L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Guernsey	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
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1.	Names of Reporting Persons Apax X (Guernsey) USD AIV L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Guernsey	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
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1.	Names of Reporting Persons Apax X USD L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Guernsey	
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1.	Names of Reporting Persons Welsh, Carson, Anderson & Stowe XII, L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
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1.	Names of Reporting Persons Welsh, Carson, Anderson & Stowe XII Delaware, L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
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1.	Names of Reporting Persons Welsh, Carson, Anderson & Stowe XII Delaware II, L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
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1.	Names of Reporting Persons Welsh, Carson, Anderson & Stowe XII Cayman, L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
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1.	Names of Reporting Persons WCAS XII Co-Investors LLC	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
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1.	Names of Reporting Persons WCAS Management Corporation	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
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1.	Names of Reporting Persons WCAS - Co-Invest Holdco, L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
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1.	Names of Reporting Persons WCAS XII Associates LLC	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
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1.	Names of Reporting Persons WCAS XII Associates Cayman, L.P.	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Cayman Islands	
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1.	Names of Reporting Persons WCAS Co-Invest Associates LLC	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
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Item 1(a). Name of Issuer

InnovAge Holding Corp. (the “Issuer”)

Item 1(b). Address of the Issuer’s Principal Executive Offices

8950 E. Lowry Boulevard
Denver, Colorado 80230

Item 2(a). Names of Persons Filing

This statement is filed by the entities listed below, all of whom together are referred to herein as the “Reporting Persons”. Reporting Persons (ii) through (vii) are collectively referred to herein as the “Apax Entities” and (viii) through (xvii) are collectively referred to herein as the “WCAS Entities”.

- (i) TCO Group Holdings, L.P. (“TCO”)
- (ii) Ignite Aggregator LP (“Apax Investor”)
- (iii) Ignite GP Inc. (“Ignite GP”)
- (iv) Apax X GP Co. Limited (“Apax X GP”)
- (v) Apax X EUR L.P. (“Apax X EUR”)
- (vi) Apax X (Guernsey) USD AIV L.P. (“Apax Guernsey”)
- (vii) Apax X USD L.P. (“Apax X USD”)
- (viii) Welsh, Carson, Anderson & Stowe XII, L.P. (“WCAS XII”)
- (ix) Welsh, Carson, Anderson & Stowe XII Delaware, L.P. (“WCAS XII-D”)
- (x) Welsh, Carson, Anderson & Stowe XII Delaware II, L.P. (“WCAS XII-DII”)
- (xi) Welsh, Carson, Anderson & Stowe XII Cayman, L.P. (“WCAS XII-C”)
- (xii) WCAS XII Co-Investors LLC (“WCAS XII-Co”)
- (xiii) WCAS Management Corporation (“WCAS Corp”)
- (xiv) WCAS - Co-Invest Holdco, L.P. (“WCAS Co-H”)
- (xv) WCAS XII Associates LLC (“WCAS XII Associates”)
- (xvi) WCAS XII Associates Cayman, L.P. (“WCAS XII A-C”)
- (xvii) WCAS Co-Invest Associates LLC (“WCAS Co-A”)

The Reporting Persons have entered into a Joint Filing Agreement, dated February 10, 2022, a copy of which is attached as Exhibit A to this Schedule 13G, pursuant to which the Reporting Persons agreed to file this Schedule 13G and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Item 2(b). Address of the Principal Business Office, or if none, Residence:

The principal business address of TCO is c/o Apax Partners US, LLC, 601 Lexington Avenue, 53rd Floor, New York, New York, and c/o Welsh, Carson, Anderson and Stowe, 599 Lexington Avenue, Suite 1800, New York, New York 10022.

The principal business address of each of Apax Investor and Ignite GP is c/o Apax Partners US, LLC, 601 Lexington Avenue, 53rd Floor, New York, NY 10022.

The principal business address of each of Apax X GP, Apax X EUR, Apax Guernsey and Apax X USD is c/o Apax X GP Co. Limited, Third Floor, Royal Bank Place, 1 Glatigny Esplanade, St Peter Port, Guernsey, GY1 2HJ.

The principal business address of each of the WCAS entities is c/o Welsh, Carson, Anderson and Stowe, 599 Lexington Avenue, Suite 1800, New York, NY 10022.

Item 2(c). Citizenship

See responses to Item 4 on each cover page.

Item 2(d). Title of Class of Securities

Common stock, par value \$0.001 per share.

Item 2(e). CUSIP Number

45784A104

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

Not Applicable.

Item 4. Ownership

(a) Amount beneficially owned:

See response to Item 9 on each cover page.

(b) Percent of Class:

See response to Item 11 on each cover page.

(c) Number of shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See responses to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

See responses to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See responses to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

TCO is the record holder of the shares of common stock of the Issuer reported herein. TCO is the investment vehicle of the Apax Entities and the WCAS Entities and other existing holders, including certain directors and members of management. Voting and dispositive power with respect to the common stock held by TCO is exercised by a committee of limited partners (the "LP Board"), pursuant to a delegation of authority from its limited partners. The LP Board is to be comprised of up to fourteen persons with four persons currently serving on the LP Board, including Thomas Scully and Sean Traynor (the "WCAS Designees") and Andrew Cavanna and Pavithra Mahesh (the "Apax Designees"). The LP Board exercises its voting and dispositive power by majority vote, so long as one WCAS Designee and one Apax Designee comprise the majority.

The limited partners of TCO may control the voting and dispositive power with respect to the common stock if each of the Apax Investor, WCAS XII, WCAS XII-D, WCAS XII-DII, WCAS XII-C, WCAS XII-Co, WCAS Corp and WCAS Co-H consent to a change to the delegation of authority described above.

Ignite GP serves as the general partner of the Apax Investor. The Apax Investor's partnership interests are held by Apax X GP on behalf of Apax X EUR, Apax X Guernsey and Apax X USD (collectively, the "Apax X Fund"). Apax X GP acts as the investment manager and is responsible for the decision-making on behalf of the Apax X Fund. The directors of Apax X GP are Simon Cresswell, Andrew Guille, Martin Halusa, Paul Meader, Elizabeth Burne and Jeremy Latham.

The general partner of each of WCAS XII and WCAS XII-DII is WCAS XII Associates. The general partner of each of WCAS XII-D and WCAS XII-C is WCAS XII A-C. The general partner of WCAS XII A-C is WCAS XII Associates. 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-H is WCAS Co-A. The managing members of each of WCAS XII-Co and WCAS Co-A is the WCAS GP. Anthony deNicola, Christopher Hooper, D. Scott Mackesy, Jonathan Rather, Brian Regan, Michael Donovan, Jennifer Martin and Edward Sobol comprise the board of directors of WCAS Corp.

The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G and Section 13 of the Act.

Pursuant to Rule 13d-4 of the of the Act, neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons (or members of their respective governing bodies), that it is the beneficial owner of any of the shares of common stock or other securities of the Issuer for the purposes of Section 13(d) of the Act, or for any other purpose. Each of the Reporting Persons (and the members of the respective governing bodies) expressly disclaims beneficial ownership of the shares of common stock beneficially owned of record by TCO, except to the extent of such Reporting Person's pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: November 13, 2024

TCO GROUP HOLDINGS, L.P.

By: /s/ Thomas Scully
Name: Thomas Scully
Title: President

By: /s/ Andrew Cavanna
Name: Andrew Cavanna
Title: President

IGNITE AGGREGATOR LP

By: Ignite GP Inc
Its: General Partner

By: /s/ Andrew Cavanna
Name: Andrew Cavanna
Title: President

IGNITE GP INC.

By: /s/ Andrew Cavanna
Name: Andrew Cavanna
Title: Authorized Signatory

APAX X (GUERNSEY) USD AIV LP

By: /s/ Jeremy Latham
Name: Jeremy Latham
Title: Authorized Signatory

APAX X EUR LP

By: /s/ Jeremy Latham
Name: Jeremy Latham
Title: Authorized Signatory

APAX X USD LP

By: /s/Jeremy Latham
Name: Jeremy Latham
Title: Authorized Signatory

APAX X GP CO. LIMITED

By: /s/Jeremy Latham
Name: Jeremy Latham
Title: Authorized Signatory

WELSH, CARSON, ANDERSON & STOWE XII, L.P.

By: /s/ Thomas Scully
Name: Thomas Scully
Title: Authorized Signatory

**WELSH, CARSON, ANDERSON & STOWE XII
DELAWARE, L.P.**

By: /s/ Thomas Scully
Name: Thomas Scully
Title: Authorized Signatory

**WELSH, CARSON, ANDERSON & STOWE XII
DELAWARE II, L.P.**

By: /s/ Thomas Scully
Name: Thomas Scully
Title: Authorized Signatory

**WELSH, CARSON, ANDERSON & STOWE XII
CAYMAN, L.P.**

By: /s/ Thomas Scully
Name: Thomas Scully
Title: Authorized Signatory

WCAS XII CO-INVESTORS LLC

By: /s/ Jonathan Rather
Name: Jonathan Rather
Title: Authorized Signatory

WCAS MANAGEMENT CORPORATION

By: /s/ Jonathan Rather
Name: Jonathan Rather
Title: Authorized Signatory

WCAS-CO-INVEST HOLDCO, L.P.

By: /s/ Jonathan Rather
Name: Jonathan Rather
Title: Authorized Signatory

WCAS XII ASSOCIATES LLC

By: /s/ Thomas Scully
Name: Thomas Scully
Title: Authorized Signatory

WCAS XII ASSOCIATES CAYMAN, L.P.

By: /s/ Thomas Scully
Name: Thomas Scully
Title: Authorized Signatory

WCAS CO-INVEST ASSOCIATES LLC

By: /s/ Jonathan Rather
Name: Jonathan Rather
Title: Authorized Signatory

EXHIBIT LIST

Exhibit A Joint Filing Agreement, dated as of February 10, 2022 by and among the Reporting Persons (incorporated herein by reference to the statement on Schedule 13G filed by the Reporting Persons on February 11, 2022).