
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 19)*

StepStone Group Inc.

(Name of Issuer)

Class A Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

85914M107

(CUSIP Number)

Jennifer Y. Ishiguro
277 PARK AVENUE, 45TH FLOOR
NEW YORK, NY, 10172
(212) 351-6100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/06/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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).

SCHEDULE 13D

CUSIP No. 85914M107

Name of reporting person

1

Monte M. Brem

2

Check the appropriate box if a member of a Group (See Instructions)

(a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 UNITED STATES

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8 0.00 Shared Voting Power

9 42,462,212.00 Sole Dispositive Power

10 2,276,888.00 Shared Dispositive Power

11 0.00

Aggregate amount beneficially owned by each reporting person

12 42,462,212.00

13 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)

14 38.6 %

Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

CUSIP No. 85914M107

1 Name of reporting person

Scott W. Hart

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 UNITED STATES

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	42,462,212.00
Person	Sole Dispositive Power
With:	9
	3,227,775.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	42,462,212.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	38.6 %
	Type of Reporting Person (See Instructions)
14	IN

SCHEDULE 13D

CUSIP No. 85914M107

1	Name of reporting person
	Jason P. Ment
	Check the appropriate box if a member of a Group (See Instructions)
2	<input checked="" type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	UNITED STATES
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	42,462,212.00
Owned by	Sole Dispositive Power
Each	9
Reporting	1,185,557.00
Person	Shared Dispositive Power
With:	10
	0.00
11	Aggregate amount beneficially owned by each reporting person

42,462,212.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

38.6 %

Type of Reporting Person (See Instructions)

14

IN

SCHEDULE 13D

CUSIP No. 85914M107

Name of reporting person

1

Jose A. Fernandez

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

42,462,212.00

Owned by

Each

Sole Dispositive Power

Reporting 9

5,031,021.00

Person

With:

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11

42,462,212.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

38.6 %

Type of Reporting Person (See Instructions)

14

IN

SCHEDULE 13D

CUSIP No. 85914M107

1 Name of reporting person
Michael I. McCabe
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization
UNITED STATES

7 Sole Voting Power
0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
42,462,212.00

9 Sole Dispositive Power
3,764,674.00

10 Shared Dispositive Power
0.00

11 Aggregate amount beneficially owned by each reporting person
42,462,212.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
Percent of class represented by amount in Row (11)
38.6 %

14 Type of Reporting Person (See Instructions)
IN

SCHEDULE 13D

CUSIP No. 85914M107

1 Name of reporting person
Thomas Keck
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

UNITED STATES

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8 0.00
Shared Voting Power

9 42,462,212.00
Sole Dispositive Power

10 4,297,248.00
Shared Dispositive Power

11 Aggregate amount beneficially owned by each reporting person

42,462,212.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)

38.6 %

14 Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock, Par Value \$0.001 Per Share

Name of Issuer:

(b) StepStone Group Inc.

Address of Issuer's Principal Executive Offices:

(c) 277 PARK AVENUE, 45TH FLOOR, NEW YORK, NEW YORK , 10172.

Item 1 Comment: This statement on Schedule 13D (this "Statement") relates to the Reporting Persons' (as defined in Item 2 below) beneficial ownership interest in the Class A common stock, par value \$0.001 per share (the "Class A Common Stock"), of StepStone Group Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 277 Park Avenue, 45th Floor, New York, NY 10172. This amendment (the "Amendment") amends the prior statement on Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on September 21, 2020, as amended on March 25, 2021, September 29, 2021, October 28, 2021, November 4, 2021, November 26, 2021, October 20, 2022, November 18, 2022, March 10, 2023, January 10, 2024, February 9, 2024, February 14, 2024, February 27, 2024, April 9, 2024, April 22, 2024, May 1, 2024, August 21, 2024, September 13, 2024 and December 5, 2024 (the "Original Filing" and, as amended by this Amendment, the "Schedule 13D"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Original Filing.

Item 2. Identity and Background

(a) Item 2 of the Schedule 13D is hereby amended and supplemented as follows: This Statement is being filed jointly by

Monte M. Brem, Scott W. Hart, Jason P. Ment, Jose A. Fernandez, Michael I. McCabe and Thomas Keck. The foregoing persons are referred to collectively as the "Reporting Persons." Each of the Reporting Persons is filing in his capacity as a member of the Class B Committee. In addition, Messrs. Brem, Hart, Fernandez, McCabe and Keck are filing as the direct owners of more than 5% of the Class B units (the "Class B Units") of StepStone Group LP (the "Partnership"). The Reporting Persons constitute the current members of the Class B Committee. As described more fully below, pursuant to the Stockholders Agreement, the members of the Class B Committee have the right to direct the voting of certain shares of Class A Common Stock and Class B common stock, par value \$0.001 per share (the "Class B Common Stock"), of the Issuer. As a result, the Reporting Persons may be deemed to have beneficial ownership over 42,462,212 shares of voting stock held by stockholders party to the Stockholders Agreement. As of the date of this filing, the members of the Class B Committee collectively beneficially own, directly or indirectly, approximately 34.0% of the aggregate voting power of the Class A Common Stock and Class B Common Stock, and the parties to the Stockholders Agreement (inclusive of the Class B Committee) collectively hold, directly or indirectly, approximately 62.5% of the aggregate voting power of the Class A Common Stock and Class B Common Stock. As a result of the arrangement set forth in the Stockholders Agreement, the Class B Committee is expected to control the outcome of matters submitted to the Issuer's stockholders until a Sunset has occurred. (a) As of the date of this Statement: (i) Monte M. Brem beneficially owns 2,276,888 shares of Class A Common Stock as the beneficial owner of 2,276,888 Class B Units owned by MMAR HNL, LLC; (ii) Scott W. Hart beneficially owns 3,227,775 shares of Class A Common Stock as the direct holder of 165,993 shares of Class A Common Stock and the beneficial owner of 3,061,782 Class B Units owned by a family trust; (iii) Jason Ment beneficially owns 1,185,557 shares of Class A Common Stock as the direct holder of 57,308 shares of Class A Common Stock (including 16,622 RSUs that will vest within 60 days of the date of this Statement) and 1,128,249 Class B Units; (iv) Jose A. Fernandez beneficially owns 5,031,021 shares of Class A Common Stock as the direct holder of 8,920 shares of Class A Common Stock, the beneficial owner of 3,416,601 Class B Units owned by a family trust and the beneficial owner of 1,605,500 Class B Units owned by Santaluz Capital Partners, LLC; (v) Michael I. McCabe beneficially owns 3,764,674 shares of Class A Common Stock as the direct holder of 673,316 shares of Class A Common Stock and 1,906,142 Class B Units and as the beneficial owner of 247,800 shares of Class A Common Stock and 937,416 Class B Units owned by a family trust, for which Mr. McCabe's spouse has sole voting power; (vi) Thomas Keck beneficially owns 4,297,248 shares of Class A Common Stock as the beneficial owner of 100,750 shares of Class A Common Stock and 2,551,124 Class B Units owned through a family trust, in which Mr. Keck shares voting power with his spouse, and the beneficial owner of 1,645,374 Class B Units owned by Cresta Capital, LLC; and (vii) The Reporting Persons collectively beneficially own 42,462,212 shares of voting stock held by Class A stockholders, Class B stockholders, Class C unitholders and Class D unitholders by virtue of their membership on the Class B Committee and pursuant to the terms of the Stockholders Agreement. Each Reporting Person disclaims beneficial ownership of securities owned by the other Reporting Persons.

Item 5. Interest in Securities of the Issuer

(a) and (b) Items 5(a) and 5(b) of Schedule 13D are amended to reflect the following: The following table sets forth the aggregate number and percentage of the Class A Common Stock beneficially owned by each Reporting Person. The aggregate number and percentage of the Class A Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3, but excluding any shares beneficially owned solely by virtue of the Stockholders Agreement. Each of the Reporting Persons may be deemed to have beneficial ownership over 42,462,212 shares of voting stock held by Class A stockholders, Class B stockholders, Class C unitholders and Class D unitholders party to the Stockholders Agreement (inclusive of the shares listed in the table), representing 38.6% of Class A Common Stock outstanding (assuming that the 32,954,103 Class B Units, 965,761 Class C Units and 292,974 Class D Units subject to the Stockholders Agreement and eligible to be exchanged are exchanged), which have been omitted from the table below. Number of Percentage of Shares Class With A Common Dispositive Stock Reporting Person Power Outstanding(1) Monte M. Brem 2,276,888 2.9% Scott W. Hart 3,227,775 4.1% Jason P. Ment 1,185,557 1.5% Jose A. Fernandez 5,031,021 6.2% Michael I. McCabe 3,764,674 4.8% Thomas Keck 4,297,248 5.4% (1) Based on 75,841,118 shares of Class A Common Stock issued and outstanding as of January 7, 2025, and assuming that the Reporting Persons exchange all of the Class B Units held directly or indirectly by them for shares of Class A Common Stock on a one-for-one basis, but no other Reporting Person or party to the Stockholders Agreement exchanges their Class B Units, Class C Units or Class D Units. (c) Item 5(c) of Schedule 13D is hereby amended and supplemented as follows: Other than the transaction described below and disclosed in the Original Filing, the Reporting Persons have not effected any transactions involving the beneficial ownership of Class A Common Stock during the 60 days prior to the date of this Statement. On December 31, 2024, Mr. Keck made a bona fide gift of 50,000 Class B Units in the Partnership owned by a family trust.

Item 7. Material to be Filed as Exhibits.

Exhibit Description 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (incorporated by reference to Exhibit 1 to the Reporting Persons' Schedule 13D filed on September 21, 2020). 2. Tenth Amended and Restated Limited Partnership Agreement of StepStone Group LP (incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K filed with the SEC on May 31, 2024). 3. Tax Receivable Agreement (Exchanges) (incorporated by reference to Exhibit 10.2 to the Issuer's Form 8-K filed with the SEC on September 18, 2020). 4. Exchange Agreement (incorporated by reference to Exhibit 10.4 to the Issuer's Form 8-K filed with the SEC on September 18, 2020). 5. Second Amended and Restated Registration Rights Agreement (incorporated by reference to Exhibit 10.2 to the Issuer's Form 8-K filed with the SEC on May 31, 2024). 6. Amended and Restated Stockholders Agreement (incorporated by reference to Exhibit 10.2 to the Issuer's Form 8-K filed with the SEC on September 20, 2021). 7. Class C Exchange Agreement (incorporated by reference to Exhibit 10.5 to the Issuer's Form 8-K filed with the SEC on September 20, 2021). 8. Support Agreement (incorporated by reference to

Exhibit 99.1 to the Issuer's Form 8-K filed with the SEC on February 7, 2024). 9. Class D Exchange Agreement (incorporated by reference to Exhibit 10.3 to the Issuer's Form 8-K filed with the SEC on May 31, 2024) 24.1 Power of Attorney for Monte M. Brem (incorporated by reference to Exhibit 24.1 to the Reporting Persons' Schedule 13D filed on September 21, 2020). 24.2 Power of Attorney for Scott W. Hart (incorporated by reference to Exhibit 24.2 to the Reporting Persons' Schedule 13D filed on September 21, 2020). 24.3 Power of Attorney for Jason P. Ment (incorporated by reference to Exhibit 24.3 to the Reporting Persons' Schedule 13D filed on September 21, 2020). 24.4 Power of Attorney for Jose A. Fernandez (incorporated by reference to Exhibit 24.4 to the Reporting Persons' Schedule 13D filed on September 21, 2020). 24.5 Power of Attorney for the Michael I. McCabe (incorporated by reference to Exhibit 24.6 to the Reporting Persons' Schedule 13D filed on September 21, 2020). 24.6 Power of Attorney for Thomas Keck (incorporated by reference to Exhibit 24.8 to the Reporting Persons' Schedule 13D filed on September 21, 2020).

SIGNATURE

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

Monte M. Brem

Signature: /s/ Jennifer Ishiguro, Attorney-in-Fact
Name/Title: Jennifer Ishiguro, Attorney-in-Fact
Date: 01/08/2025

Scott W. Hart

Signature: /s/ Jennifer Ishiguro, Attorney-in-Fact
Name/Title: Jennifer Ishiguro, Attorney-in-Fact
Date: 01/08/2025

Jason P. Ment

Signature: /s/ Jennifer Ishiguro, Attorney-in-Fact
Name/Title: Jennifer Ishiguro, Attorney-in-Fact
Date: 01/08/2025

Jose A. Fernandez

Signature: /s/ Jennifer Ishiguro, Attorney-in-Fact
Name/Title: Jennifer Ishiguro, Attorney-in-Fact
Date: 01/08/2025

Michael I. McCabe

Signature: /s/ Jennifer Ishiguro, Attorney-in-Fact
Name/Title: Jennifer Ishiguro, Attorney-in-Fact
Date: 01/08/2025

Thomas Keck

Signature: /s/ Jennifer Ishiguro, Attorney-in-Fact
Name/Title: Jennifer Ishiguro, Attorney-in-Fact
Date: 01/08/2025