

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Brem Monte M</u>  (Last) (First) (Middle) C/O STEPSTONE GROUP INC. 450 LEXINGTON AVENUE, 31ST FLOOR  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>StepStone Group Inc. [ STEP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See remarks / See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 09/18/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Class B Common Stock	09/18/2020		A <sup>(1)</sup>		10,992,105	A	(1)	10,992,105	D		
Class B Common Stock	09/18/2020		D <sup>(2)</sup>		3,578,426	D	(2)	7,413,679	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Units	(3)	09/18/2020		J <sup>(4)</sup>		10,992,105		(3)	(3)	Class A Common Stock	10,992,105	(3)	10,992,105	D	
Class B Units	(3)	09/18/2020		J <sup>(2)</sup>		3,578,426		(3)	(3)	Class A Common Stock	3,578,426	(2)	7,413,679	D	

**Explanation of Responses:**

- In the reorganization (the "Reorganization") of StepStone Group LP (the "Partnership") in connection with the closing of the Issuer's initial public offering (the "IPO"), shares of Class B Common Stock of the Issuer, par value \$0.001 per share, were issued without additional consideration in exchange for interests in the general partner of the Partnership. The Class B Common Stock does not carry economic value beyond the right to receive the par value of such stock upon liquidation, dissolution, winding up or an exchange of those shares. However, the Class B Common Stock entitles its holder to five votes per share on every matter submitted to the Issuer's stockholders for a vote until the occurrence of a sunset, as described in the Issuer's Amended and Restated Certificate of Incorporation.
- Represents 3,578,426 Class B Units of the Partnership and a corresponding number of shares of Class B Common Stock transferred by the Reporting Person to the Issuer in connection with the closing of the IPO at a price of \$16.785 (the per-share price paid by the underwriters for shares of the Class A Common Stock in the IPO) for one Class B Unit and one share of Class B Common Stock.
- Pursuant to an Exchange Agreement entered into in connection with the Reorganization, the Class B Units of the Partnership are exchangeable, on a one-for-one basis, for shares of Class A Common Stock. Upon exchange of a Class B Unit, the corresponding share of Class B Common Stock will be automatically redeemed and cancelled.
- In the Reorganization, Class A Units in the Partnership held prior to the IPO were converted into Class B Units.

**Remarks:**

Chairman, Co-Chief Executive Officer and Member of 13D group that owns more than 10%

/s/ Jennifer Ishiguro, Attorney-in-Fact for Monte M. Brem 09/22/2020

\*\* Signature of Reporting Person Date

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 4 (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.