

OMB APPROVAL	
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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 Pace Sponsor, LLC</u> <hr/> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Playa Hotels &amp; Resorts N.V. [ PLYA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Fmr 10% Owner and Director</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2020</u>	
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			
Ordinary Shares	11/10/2020		J <sup>(1)</sup>		6,994,564	D	\$0 <sup>(1)</sup>	2,312,102	I	See Explanation of Responses <sup>(2)(3)(4)(5)(6)(7)</sup>

**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					

1. Name and Address of Reporting Person\*  
TPG Pace Sponsor, LLC  


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 (Last) (First) (Middle)  
 C/O TPG GLOBAL, LLC  
 301 COMMERCE STREET  


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 (Street)  
 FORT WORTH TX 76102  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TPG Group Holdings (SBS) Advisors, Inc.  


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 (Last) (First) (Middle)  
 C/O TPG GLOBAL, LLC  
 301 COMMERCE STREET, SUITE 3300  


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 (Street)  
 FORT WORTH TX 76102  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BONDERMAN DAVID  


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 (Last) (First) (Middle)  
 C/O TPG GLOBAL, LLC

301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

COULTER JAMES G

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC  
301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

**Explanation of Responses:**

- Effective November 10, 2020, TPG Pace Sponsor, LLC ("TPG Pace Sponsor") distributed, in accordance with its limited liability company agreement, ordinary shares, par value euro 0.10 per share ("Ordinary Shares"), of Playa Hotels & Resorts N.V. (the "Issuer") pro rata to its members, one of which in turn distributed, in accordance with its limited liability company agreement, the Ordinary Shares pro rata to its members, some of which made further pro rata distributions of the Ordinary Shares (the "Distribution").
- David Bonderman and James G. Coulter are the sole shareholders of each of (i) TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), (ii) TPG GP Advisors, Inc., which is the general partner of TPG Regional Program, L.P., which directly held 589,128 Ordinary Shares immediately following the Distribution, and (iii) TPG Group Advisors (Cayman), Inc., which is the general partner of TPG Partner Holdings, L.P., which directly held 170,000 Ordinary Shares immediately following the Distribution.
- Group Advisors is the sole member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole shareholder of TPG Holdings III-A, Inc., which is the general partner of TPG Holdings III-A, L.P., which is the general partner of TPG Holdings III, L.P., which is one of two managing members of TPG Pace Sponsor, which effectuated the Distribution. Karl Peterson is the other managing member of TPG Pace Sponsor and is making a separate Form 4 filing with respect to the Distribution.
- Excluding the Ordinary Shares held by TPG Regional Program, L.P. and TPG Partner Holdings, L.P., Mr. Bonderman holds directly or indirectly 777,321 Ordinary Shares, and Mr. Coulter holds directly or indirectly 775,653 Ordinary Shares.
- Under the Shareholder Agreement, dated as of March 10, 2017, by and among the Issuer and the other parties thereto, TPG Pace Sponsor is no longer entitled, as a result of the Distribution, to designate an individual for inclusion on the slate of nominees proposed by the Issuer's Board of Directors for election as a director. Accordingly, as a result of the Distribution, the Reporting Persons are no longer subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- Because of the relationship between the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective direct or indirect pecuniary interests therein. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- Pursuant to Rule 16a-1(a)(4) under 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:**

8. The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. 9. Gerald Neugebauer is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated February 26, 2020, which were previously filed with the Securities and Exchange Commission.

/s/ Michael LaGatta, Vice  
President, TPG Pace Sponsor, 11/13/2020  
LLC (8)

/s/ Michael LaGatta, Vice  
President, TPG Group  
Holdings (SBS) Advisors, Inc. 11/13/2020  
(8)

/s/ Gerald Neugebauer, on  
behalf of David Bonderman 11/13/2020  
(8),(9)

/s/ Gerald Neugebauer, on  
behalf of James G. Coulter (8) 11/13/2020  
(9)

\*\* 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.