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

SCHEDULE 13G

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

Arctos NorthStar Acquisition Corp.
(Name of Issuer)

Class A ordinary shares, par value \$ 0.0001 per share
(Title of Class of Securities)

G0477L100
(CUSIP Number)

December 31, 2021
(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 Arctos NorthStar Acquisition Holdings, 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
Number of Shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power 0
	6. Shared Voting Power 22,731,250(1)
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 22,731,250(1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 22,731,250(1)
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) 41.8%(2)
12.	Type of Reporting Person (See Instructions) OO

- (1) Represents 22,731,250 Class A ordinary shares acquirable in respect of (i) 7,806,250 Class B ordinary shares, par value \$0.0001 per share ("Class B Shares"), convertible one-for-one into the Issuer's Class A ordinary shares at the time of the Issuer's initial business combination or at the option of the holder, (ii) 5,550,000 private placement warrants to acquire Class A ordinary shares upon payment of \$11.50 per share ("Private Placement Warrants"), commencing 30 days after completion of the Issuer's initial business combination, and (iii) 7,500,000 Forward Purchase Units to be acquired by the Reporting Person at the time of the Issuer's initial business combination ("Forward Purchase Units"), which units represent 7,500,000 Class A ordinary shares and 1,875,000 warrants to acquire Class A ordinary shares.
- (2) Calculated based on (i) 31,625,000 Class A ordinary shares outstanding as of November 15, 2021 as reported on the Issuer's Form10-Q, filed on November 15, 2021 and (ii) 22,731,250 Class A ordinary shares issuable in connection with the 7,806,250 Class B Shares, 5,550,000 Private Placement Warrants and 7,500,000 Forward Purchase Units.

1.	Names of Reporting Persons David O'Connor
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 United States
Number of Shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power 0
	6. Shared Voting Power 22,731,250(1)
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 22,731,250(1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 22,731,250(1)
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) 41.8%(2)
12.	Type of Reporting Person (See Instructions) IN

- (1) Represents 22,731,250 Class A ordinary shares acquirable in respect of (i) 7,806,250 Class B ordinary shares, par value \$0.0001 per share ("Class B Shares"), convertible one-for-one into the Issuer's Class A ordinary shares at the time of the Issuer's initial business combination or at the option of the holder, (ii) 5,550,000 private placement warrants to acquire Class A ordinary shares upon payment of \$11.50 per share ("Private Placement Warrants"), commencing 30 days after completion of the Issuer's initial business combination, and (iii) 7,500,000 Forward Purchase Units to be acquired by the Reporting Person at the time of the Issuer's initial business combination ("Forward Purchase Units"), which units represent 7,500,000 Class A ordinary shares and 1,875,000 warrants to acquire Class A ordinary shares.
- (2) Calculated based on (i) 31,625,000 Class A ordinary shares outstanding as of November 15, 2021 as reported on the Issuer's Form10-Q, filed on November 15, 2021, and (ii) 22,731,250 Class A ordinary shares issuable in connection with the 7,806,250 Class B Shares, 5,550,000 Private Placement Warrants and 7,500,000 Forward Purchase Units.

1.	Names of Reporting Persons Ian Charles
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 United States
Number of Shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power 0
	6. Shared Voting Power 22,731,250(1)
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 22,731,250(1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 22,731,250(1)
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) 41.8%(2)
12.	Type of Reporting Person (See Instructions) IN

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- (2) Calculated based on (i) 31,625,000 Class A ordinary shares outstanding as of November 15, 2021 as reported on the Issuer's Form10-Q, filed on November 15, 2021, and (ii) 22,731,250 Class A ordinary shares issuable in connection with the 7,806,250 Class B Shares, 5,550,000 Private Placement Warrants and 7,500,000 Forward Purchase Units.

Item 1(a). Name of Issuer

Arctos NorthStar Acquisition Corp.

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

2021 McKinney Avenue, Suite 200
Dallas, TX 75201

Item 2(a). Names of Persons Filing

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the Reporting Persons:

- (i) Arctos NorthStar Acquisition Holdings, LLC
- (ii) David O'Connor
- (iii) Ian Charles

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

2021 McKinney Avenue, Suite 200
Dallas, TX 75201

Item 2(c). Citizenship

See responses to Item 4 on each cover page.

Item 2(d). Title of Class of Securities

Class A ordinary shares, par value \$ 0.0001 per share.

Item 2(e). CUSIP Number

G0477L100

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 responses to Item 9 on each cover page.

(b) Percent of Class:

See responses 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.

The securities reported herein are held directly by the Arctos NorthStar Acquisition Holdings, LLC ("Sponsor"). David O'Connor and Ian Charles have voting and investment discretion with respect to securities held by the Sponsor and therefore may be deemed to have shared beneficial ownership of the reported securities. This Statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by this Statement.

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.

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.

Dated: February 11, 2022

Arctos NorthStar Acquisition Holdings, LLC

/s/ John Vedro

Name: John Vedro

Title: Chief Financial Officer

/s/ John Vedro as Attorney-in-Fact for David O'Connor

Name: David O'Connor

Title: John Vedro as Attorney-in-Fact

/s/ John Vedro as Attorney-in-Fact for Ian Charles

Name: Ian Charles

Title: John Vedro as Attorney-in-Fact

EXHIBIT LIST

- Exhibit A Joint Filing Agreement, dated as of February 11, 2022
- Exhibit B Power of Attorney of David O'Connor
- Exhibit C Power of Attorney of Ian Charles

EXHIBIT A

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A ordinary shares, par value \$0.0001 per share, of Arctos NorthStar Acquisition Corp. (this "Agreement"), is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 11, 2022

Arctos NorthStar Acquisition Holdings, LLC

/s/ John Vedro

Name: John Vedro

Title: Chief Financial Officer

/s/ John Vedro as Attorney-in-Fact for David O'Connor

Name: David O'Connor

Title: John Vedro as Attorney-in-Fact

/s/ John Vedro as Attorney-in-Fact for Ian Charles

Name: Ian Charles

Title: John Vedro as Attorney-in-Fact

**POWER OF ATTORNEY
FOR SECTION 13 REPORTING OBLIGATIONS**

February 11, 2022

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints John Vedro, signing singly, as the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (i) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer or beneficial owner of shares of common stock of Arctos Northstar Acquisition Corp., a Cayman Islands exempted company (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreements) required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder;
- (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or Schedule 13G, and timely file such forms with the United States Securities and Exchange Commission and any stock exchange on which the common stock of the Company is then listed; and
- (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

/s/ David O'Connor
Name: David O'Connor

**POWER OF ATTORNEY
FOR SECTION 13 REPORTING OBLIGATIONS**

February 11, 2022

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints John Vedro, signing singly, as the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (i) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer or beneficial owner of shares of common stock of Arctos Northstar Acquisition Corp., a Cayman Islands exempted company (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreements) required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder;
- (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or Schedule 13G, and timely file such forms with the United States Securities and Exchange Commission and any stock exchange on which the common stock of the Company is then listed; and
- (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

/s/ Ian Charles

Name: Ian Charles