

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person - GSAM Holdings LLC			2. Issuer Name and Ticker or Trading Symbol Mirion Technologies, Inc. [GSAH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) 200 WEST STREET	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/20/2021					
(Street) NEW YORK, NY 10282			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 A Common Stock	10/20/2021		M(1)		16,025,000	A	\$ 0 (1)	16,025,000	I	See Footnotes. (2) (3)
Class A Common Stock	10/20/2021		M(1)		2,725,000	A	\$ 0 (1)	2,725,000	I	See Footnotes. (3) (4)
Class A Common Stock	10/20/2021		A		19,500,000	A	\$ 10	19,500,000	I	See Footnotes. (3) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: 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 Common Stock	(3)	10/20/2021		J(6)			1,400,000	(3)	(3)	Class A Common Stock	1,400,000	(6)	16,025,000	I	See Footnotes. (2) (3)
Class B Common Stock	(3)	10/20/2021		M(3)			16,025,000	(3)	(3)	Class A Common Stock	16,025,000	(3)	0	I	See Footnotes. (2) (3)
Class B Common Stock	(3)	10/20/2021		M(3)			2,725,000	(3)	(3)	Class A Common Stock	2,725,000	(3)	0	I	See Footnotes. (3) (4)
Warrants to Purchase Class A Common Stock	\$ 11.50 (7)	10/20/2021		A(7)			8,500,000	(7)	(7)	Class A Common Stock	8,500,000	(7)	8,500,000	I	See Footnotes. (2) (3)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSAM Holdings LLC 200 WEST STREET NEW YORK, NY 10282	X	X		
GS Sponsor II LLC 251 LITTLE FALLS DRIVE WILMINGTON, DE 19808		X		

**Signatures**

GS SPONSOR II LLC By: Thomas R. Knott, authorized signatory /s/ Thomas R. Knott		10/22/2021
<small>Signature of Reporting Person</small>		Date
GSAM HOLDINGS LLC By: Thomas R. Knott, authorized signatory /s/ Thomas R. Knott		10/22/2021
<small>Signature of Reporting Person</small>		Date

**Explanation of Responses:**

- \* 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).
- (1) Pursuant to their terms, shares of Class B common stock, par value \$0.0001 per share ("Class B Common Stock"), of GS Acquisition Holdings Corp II (the "Issuer") automatically convert into shares of Class A common stock ("Class A Common Stock"), par value \$0.0001 per share, of the Issuer.
- (2) These securities are directly held by GS Sponsor II LLC (the "Sponsor").
- (3) GSAM Holdings LLC is the managing member of the Sponsor. A subsidiary of GSAM Holdings LLC serves as the manager of each of GS Acquisition Holdings II Employee Participation LLC and GS Acquisition Holdings II Employee Participation 2 LLC (the "Employee Participation Vehicles"), but disclaims beneficial ownership of any such shares except to the extent of its pecuniary interest therein.
- (4) These securities are directly held by the Employee Participation Vehicles.
- (5) These securities are directly held by the PIPE Participation Vehicles.
- (6) GSAM Holdings caused the Sponsor to contribute these shares of Class B Common Stock to GS Acquisition Holdings II Employee Participation 2 LLC for no value. Certain employees of affiliates of Goldman Sachs & Co. LLC hold and may in the future be awarded certain contingent interests in the shares.
- (7) In connection with the completion of the Issuer's initial public offering, the Sponsor purchased an aggregate of 8,500,000 private placement warrants, each exercisable to purchase (subject, initially, to the satisfaction of certain material conditions) one share of the Issuer's Class A Common Stock.

**Remarks:**  
Jyothsna Natauri, a Partner at The Goldman Sachs Group, Inc., the direct parent of GSAM Holdings LLC and the indirect parent of the Sponsor, serves on the board of directors of the Issuer. For the purposes of Section 16 of the Securities Exchange Act of 1934, Jyothsna Natauri is deemed to be a reporting person of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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