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

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**SCHEDULE 13D**  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

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**Mirion Technologies, Inc.**  
(Name of Issuer)

**Class A Common Stock, par value \$0.0001 per share**  
(Titles of Class of Securities)

**60471A101**  
(CUSIP Number)

**Philip Grovit**  
**GSAM Holdings LLC**  
**200 West Street**  
**New York, NY 10282**  
**(212) 859-8000**  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**February 28, 2023**  
(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. [ ]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule.13d-7 for other parties to whom copies are to be sent.

\* 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).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> GS Sponsor II LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> N/A	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 24,525,000 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 24,525,000 (1)
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 24,525,000 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 10.9% (1)(2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(1) Reflects (i) 16,025,000 shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock") and (ii) 8,500,000 shares of Class A Common Stock that may be acquired upon the exercise of private placement warrants. *See Item 5.*

(2) Based on 217,470,076 shares of Class A Common Stock outstanding as of February 26, 2023, as reflected in the Form 10-K filed by the Issuer with the U.S. Securities and Exchange Commission ("SEC") on February 28, 2023, together with 8,500,000 shares of Class A Common Stock underlying private placement warrants. *See Item 5.*

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> GSAM Holdings LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> N/A	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 27,250,000 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 27,250,000 (1)
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 27,250,000 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 12.1% (1)(2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(1) Reflects (i) 18,750,000 shares of Class A Common Stock and (ii) 8,500,000 shares of Class A Common Stock that may be acquired upon the exercise of private placement warrants. *See Item 5.*

(2) Based on 217,470,076 shares of Class A Common Stock outstanding as of February 26, 2023, as reflected in the Form 10-K filed by the Issuer with the SEC on February 28, 2023, together with 8,500,000 shares of Class A Common Stock underlying private placement warrants. *See Item 5.*

## EXPLANATORY NOTE

This Amendment No. 3 (this “Amendment”) amends, on behalf of GS Sponsor II LLC (the “Sponsor”) and GSAM Holdings LLC (“Holdings”), the initial Schedule 13D (the “Initial Filing”) filed jointly by Sponsor, GSAH II PIPE Investors Employee LP (“GSAH II PIPE Investors”), and Holdings on November 1, 2021, as previously amended on October 19, 2022 and December 7, 2022, and relates to the Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), of Mirion Technologies, Inc., a Delaware corporation (the “Issuer”). Sponsor and Holdings are collectively referred to herein as the “Reporting Persons.” Disclosure items set forth in the Initial Filing in respect of Sponsor and Holdings shall remain in effect as previously amended, except to the extent expressly amended or superseded by this Amendment (the Initial Filing, in respect of Sponsor and Holdings and as previously amended and amended hereby, the “Schedule 13D”). GSAH II PIPE Investors previously reported that it had ceased to be a beneficial owner of more than 5% of the outstanding shares of Class A Common Stock. All capitalized terms used and not expressly defined in this Amendment have the respective meanings ascribed to such terms in the Initial Filing as previously amended.

This Amendment is filed to reflect a change in the percentage of Class A Common Stock beneficially owned by each Reporting Person as a result of an increase in the number of outstanding shares of Class A Common Stock as reported on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5(a) and (b) is hereby amended and restated as follows:

The aggregate number and percentage of Class A Common Stock beneficially owned by each Reporting Person is based upon the 217,470,076 shares of Class A Common Stock outstanding as of February 26, 2023, as reflected in the Form 10-K filed by the Issuer with the U.S. Securities and Exchange Commission (“SEC”) on February 28, 2023, together with the 8,500,000 shares of Class A Common Stock underlying the Private Placement Warrants.

The Sponsor has the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of (i) the 16,025,000 shares of Class A Common Stock of which it is the record owner, and (ii) the 8,500,000 shares of Class A Common Stock that it has the right to acquire, within sixty days, upon conversion of the Private Placement Warrants of which it is the record owner.

Holdings is the managing member of the Sponsor and may be deemed to have beneficial ownership over (i) the shares of Class A Common Stock of which the Sponsor is the record owner, and (ii) the shares underlying the Private Placement Warrants of which the Sponsor is the record owner. In addition, each of Employee Participation 1 LLC and Employee Participation 2 LLC are managed by a subsidiary of Holdings and, as a result, Holdings may be deemed to beneficially own (i) the 1,325,000 shares of Class A Common Stock of which Employee

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Participation 1 LLC is the record owner, and (ii) the 1,400,000 shares of Class A Common Stock of which Employee Participation 2 LLC is the record owner.

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**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: April 18, 2023

**GS SPONSOR II LLC**

By: /s/ Philip Grovit

Name: Philip Grovit

Title: Vice President

**GSAM Holdings LLC**

By: /s/ Philip Grovit

Name: Philip Grovit

Title: Vice President