

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

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)

July 30, 2024

(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)

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS GS Sponsor II LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 16,025,000 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 16,025,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,025,000 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.1% (1) | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO | |

(1) Based on 220,159,325 shares of Class A Common Stock outstanding as of April 26, 2024, as reflected in the Form 10-Q filed by the Issuer with the SEC on May 1, 2024, plus 3,978,418 shares of Class A Common Stock described by the Issuer in a Form 8-K filed by the Issuer with the SEC on May 23, 2024 and the Exchange Shares.

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS The Goldman Sachs Group, Inc. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 18,750,287 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 18,750,287 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,750,287 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.3% (1) | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC-CO | |

(1) Based on 220,159,325 shares of Class A Common Stock outstanding as of April 26, 2024, as reflected in the Form 10-Q filed by the Issuer with the SEC on May 1, 2024, plus 3,978,418 shares of Class A Common Stock described by the Issuer in a Form 8-K filed by the Issuer with the SEC on May 23, 2024 and the Exchange Shares.

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS Goldman Sachs & Co. LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION New York | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 18,750,287 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 18,750,287 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,750,287 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.3% (1) | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO | |

(1) Based on 220,159,325 shares of Class A Common Stock outstanding as of April 26, 2024, as reflected in the Form 10-Q filed by the Issuer with the SEC on May 1, 2024, plus 3,978,418 shares of Class A Common Stock described by the Issuer in a Form 8-K filed by the Issuer with the SEC on May 23, 2024 and the Exchange Shares.

This Amendment (this “Amendment No. 6”), which 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”), further amends the initial Schedule 13D (as amended prior to the date hereof, the “Initial Filing”), of GS Sponsor II LLC (the “Sponsor”), Goldman Sachs & Co. LLC (“Goldman Sachs”) and The Goldman Sachs Group, Inc. (“GS Group” and, together with Sponsor and Goldman Sachs, the “Reporting Persons”). Disclosure items set forth in the Initial Filing shall remain in effect with respect to the Reporting Persons except to the extent expressly amended or superseded by this Amendment No. 6. All capitalized terms used and not expressly defined in this Amendment have the respective meanings ascribed to such terms in the Initial Filing.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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

(a) and (b) The information contained in rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Schedule 13D is incorporated by reference into this Item 5. The percentage beneficial ownership reported herein by each Reporting Person is based on 220,159,325 shares of Class A Common Stock outstanding as of April 26, 2024, as reflected in the Form 10-Q filed by the Issuer with the SEC on May 1, 2024, plus 3,978,418 shares of Class A Common Stock described by the Issuer in a Form 8-K filed by the Issuer with the SEC on May 23, 2024 and 1,768,000 Exchange Shares.

Each of the Reporting Persons may be deemed to beneficially own 16,025,000 shares of Class A Common Stock held by Sponsor, constituting 7.1% of the outstanding shares of Class A Common Stock. The Sponsor has the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, such shares of Class A Common Stock.

Each of Goldman Sachs and GS Group may be deemed to beneficially own 18,750,287 shares of Class A Common Stock, constituting 8.3% of the outstanding shares of Class A Common Stock. Each of Goldman Sachs and GS Group may be deemed to have shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, (i) 16,025,000 shares of Class A Common Stock held by Sponsor, (ii) 1,325,000 shares of Class A Common Stock of which Employee Participation 1 LLC is the record owner, (iii) 1,400,000 shares of Class A Common Stock of which Employee Participation 2 LLC is the record owner and (iv) 287 shares of Class A Common Stock borrowed by certain of subsidiaries of GS Group in the ordinary course of business to facilitate the investing activity of their clients.

(c) Except as set forth below, neither the Reporting Persons nor, to the knowledge of the Reporting Persons, any of the persons listed on Schedule A, Schedule B or Schedule C (which is amended and restated by this Amendment No. 6), effected any transactions in the Class A Shares in the preceding sixty days.

Open Market Sales of Class A Shares by Sponsor

| Date | Net Price per Share | No. of Shares | Proceeds |
|-----------|---------------------|---------------|-----------------|
| 6/25/2024 | \$10.7493 | 23,026 | \$ 247,513.38 |
| 6/26/2024 | \$10.7759 | 6,000 | \$ 64,655.39 |
| 6/27/2024 | \$10.6925 | 54,198 | \$ 579,512.21 |
| 6/28/2024 | \$10.6848 | 100,000 | \$ 1,068,480.21 |
| 7/1/2024 | \$10.5970 | 41,382 | \$ 438,525.24 |
| 7/2/2024 | \$10.6492 | 56,666 | \$ 603,447.74 |
| 7/3/2024 | \$10.7133 | 30,940 | \$ 331,469.53 |
| 7/5/2024 | \$10.6704 | 24,941 | \$ 266,130.51 |
| 7/8/2024 | \$10.8604 | 41,456 | \$ 450,228.62 |
| 7/9/2024 | \$10.8005 | 74,223 | \$ 801,645.43 |
| 7/10/2024 | \$10.8126 | 100,000 | \$ 1,081,259.85 |
| 7/11/2024 | \$10.9671 | 100,000 | \$ 1,096,709.42 |
| 7/12/2024 | \$10.9724 | 100,000 | \$ 1,097,239.41 |
| 7/15/2024 | \$11.0038 | 93,200 | \$ 1,025,553.53 |
| 7/16/2024 | \$11.2349 | 100,000 | \$ 1,123,488.68 |
| 7/17/2024 | \$11.3359 | 96,676 | \$ 1,095,907.92 |
| 7/18/2024 | \$10.9207 | 86,148 | \$ 940,796.08 |
| 7/19/2024 | \$10.6443 | 38,022 | \$ 404,717.69 |
| 7/22/2024 | \$10.8037 | 98,100 | \$ 1,059,842.85 |
| 7/23/2024 | \$11.0158 | 100,000 | \$ 1,101,579.29 |
| 7/24/2024 | \$10.7686 | 33,683 | \$ 362,718.74 |
| 7/25/2024 | \$10.6313 | 83,709 | \$ 889,935.78 |
| 7/26/2024 | \$10.7602 | 62,325 | \$ 670,629.46 |
| 7/29/2024 | \$10.6685 | 61,300 | \$ 653,979.20 |
| 7/30/2024 | \$10.6269 | 66,500 | \$ 706,689.09 |
| 7/31/2024 | \$10.5341 | 95,505 | \$ 1,006,059.82 |

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: August 1, 2024

GS SPONSOR II LLC

By: /s/ Philip Grovit
Name Philip Grovit
Title Vice President

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Crystal Orgill
Name Crystal Orgill
Title Attorney-in-Fact

GOLDMAN SACHS & CO. LLC

By: /s/ Crystal Orgill
Name Crystal Orgill
Title Attorney-in-Fact

SCHEDULE C

The name of each director and executive officer of The Goldman Sachs Group, Inc. as of the date hereof is set forth below.

The business address of each person listed below is c/o Goldman Sachs & Co. LLC, 200 West Street, New York, New York 10282.

Each person is a citizen of the United States of America except for Lakshmi N. Mittal, who is a citizen of India. The present principal occupation or employment of each of the listed persons is set forth below.

| Name | Present Principal Occupation |
|----------------------|--|
| David M. Solomon | Chairman and Chief Executive Officer of The Goldman Sachs Group, Inc. |
| M. Michele Burns | Former Chairman and Chief Executive Officer, Mercer LLC; Former Chief Financial Officer of each of: Marsh & McLennan Companies, Inc., Mirant Corp. and Delta Air Lines, Inc. |
| Denis P. Coleman III | Chief Financial Officer of The Goldman Sachs Group, Inc. |
| Mark A. Flaherty | Former Vice Chairman, Wellington Management Company |
| Sheara J. Fredman | Chief Accounting Officer of The Goldman Sachs Group, Inc. |
| Carey Halio | Global Treasurer of The Goldman Sachs Group, Inc. |
| Kimberley D. Harris | Executive Vice President of Comcast Corporation; General Counsel of NBCUniversal |
| John B. Hess | Chairman and Chief Executive Officer, Hess Corporation; Chairman and CEO of Hess Midstream, LP |
| Kevin R. Johnson | Former President and Chief Executive Officer, Starbucks Corporation |
| Ellen J. Kullman | Executive Chair, Carbon 3D, Inc. |
| Brian J. Lee | Chief Risk Officer of The Goldman Sachs Group, Inc. |
| Lakshmi N. Mittal | Executive Chairman of ArcelorMittal S.A. |
| Thomas K. Montag | Chief Executive Officer of Rubicon Carbon LLC |
| Peter Oppenheimer | Former Senior Vice President and Chief Financial Officer of Apple, Inc. |
| John F.W. Rogers | Executive Vice President of The Goldman Sachs Group, Inc. |
| Kathryn H. Ruemmler | Chief Legal Officer and General Counsel of The Goldman Sachs Group, Inc. |
| Jan E. Tighe | Former Vice Admiral, United States Navy |
| David A. Viniar | Former Chief Financial Officer of The Goldman Sachs Group, Inc. |
| John E. Waldron | President and Chief Operating Officer of The Goldman Sachs Group, Inc. |