

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 9)*

Mirion Technologies, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title 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)

12/17/2024

(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.

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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1	Name of reporting person GSAM Holdings LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
	<input checked="" type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 5,131,020.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 5,131,020.00
11	Aggregate amount beneficially owned by each reporting person 5,131,020.00	
12	Check 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) 2.3 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	60471A101
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1	Name of reporting person GOLDMAN SACHS GROUP INC	
2	Check the appropriate box if a member of a Group (See Instructions)	
	<input type="checkbox"/> (a)	
	<input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions)	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
	<input checked="" type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 5,187,419.00

	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 5,187,419.00
11	Aggregate amount beneficially owned by each reporting person 5,187,419.00	
12	Check 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) 2.3 %	
14	Type of Reporting Person (See Instructions) CO, HC	

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1	Name of reporting person GOLDMAN SACHS & CO. LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions)	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input checked="" type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 5,187,419.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 5,187,419.00
11	Aggregate amount beneficially owned by each reporting person 5,187,419.00	
12	Check 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) 2.3 %
14	Type of Reporting Person (See Instructions) CO, HC

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Class A Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

Mirion Technologies, Inc.

(c) Address of Issuer's Principal Executive Offices:

1218 Menlo Drive, Atlanta, GEORGIA, 30318.

Item 1 Comment: This Amendment (this "Amendment No. 9"), 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 GSAM Holdings LLC ("Holdings"), GS Sponsor II LLC ("Sponsor"), Goldman Sachs & Co. LLC ("Goldman Sachs") and The Goldman Sachs Group, Inc. ("GS Group" and, together with Goldman Sachs, the "Reporting Persons"). Each of Holdings and Sponsor previously reported that it had ceased to be a beneficial owner of more than 5% of the outstanding shares of Class A Common Stock. Holdings is included in the cover pages of this Amendment No. 9 solely for technical reasons. 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. 9. All capitalized terms used and not expressly defined in this Amendment No. 9 have the respective meanings ascribed to such terms in the Initial Filing.

Item 4. Purpose of Transaction

Item 4 is hereby amended by the addition of the following:

On December 17, 2024, the vesting conditions were satisfied in respect of the last of three tranches of the Founder Shares of Class A Common Stock previously reported in the Initial Filing. In connection with such vesting, Employee Participation 1 LLC distributed 4,416,688 shares of Class A Common Stock to its members and Employee Participation 2 LLC distributed 466,684 shares of Class A Common Stock to its members, in each case for no consideration. Further upon such vesting, Sponsor distributed 5,341,655 shares of Class A Common Stock to its members for no consideration. Each of Goldman Sachs and GS Group ceased to beneficially own such shares of Class A Common Stock upon such distributions, except for 2,668,329 shares of Class A Common Stock distributed to Holdings.

Additionally, on December 18, 2024, the Reporting Persons caused Holdings to make a charitable contribution of 2,201,980 shares of Class A Common Stock.

Item 5. Interest in Securities of the Issuer

(a) The information contained in rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Schedule 13D gives effect to the share distributions described in Item 4 and is incorporated by reference into this Item 5. The percentage beneficial ownership reported herein by each Reporting Person is based on 225,500,094 shares of Class A Common Stock outstanding as of October 25, 2024, as reflected in the Form 10-Q filed by the Issuer with the SEC on October 30, 2024.

Each of Goldman Sachs and GS Group may be deemed to beneficially own 5,187,419 shares of Class A Common Stock, constituting 2.3% 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) 5,131,020 shares of Class A Common Stock held by Holdings and (ii) 56,399 shares of Class A Common Stock held by certain subsidiaries of GS Group in the ordinary course of business in order to facilitate the investing activity of their clients.

(b) The information contained in rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Schedule 13D gives effect to the share distributions described in Item 4 and is incorporated by reference into this Item 5. The percentage beneficial ownership reported herein by each Reporting Person is based on 225,500,094 shares of Class A Common Stock outstanding as of October 25, 2024, as reflected in the Form 10-Q filed by the Issuer with the SEC on October 30, 2024.

Each of Goldman Sachs and GS Group may be deemed to beneficially own 5,187,419 shares of Class A Common Stock, constituting 2.3% 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) 5,131,020 shares of Class A Common Stock held by Holdings and (ii) 56,399 shares of Class A Common Stock held by certain subsidiaries of GS Group in the ordinary course of business in order to facilitate the investing activity of their clients.

(c) Except as described in Item 4, including the completion of the distributions described in Item 4 as set forth in Amendment No. 8, 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, effected any transactions in the Class A Common Stock since the date of Amendment No. 8 other than a charitable contribution of 1,207,000 shares of Class A Common Stock by Holdings on November 26, 2024.

- (d) Not Applicable
- (e) On December 18, 2024, upon the completion of the distributions and contribution described above in Item 4, each of Goldman Sachs and GS Group ceased to be a beneficial owner or more than five percent of the outstanding Class A Common Stock.

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.

GSAM Holdings LLC

Signature: /s/ N/A
Name/Title: N/A
Date: 12/18/2024

GOLDMAN SACHS GROUP INC

Signature: /s/ Crystal Orgill
Name/Title: Crystal Orgill, Attorney-in-Fact
Date: 12/18/2024

GOLDMAN SACHS & CO. LLC

Signature: /s/ Crystal Orgill
Name/Title: Crystal Orgill, Attorney-in-Fact
Date: 12/18/2024