
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**
Date of Report (date of earliest event reported): April 18, 2024

Mirion Technologies, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Incorporation)

001-39352
(Commission File Number)

83-0974996
(I.R.S. Employer Identification Number)

1218 Menlo Drive
Atlanta, Georgia 30318
(Address of Principal Executive Offices)

(770) 432-2744
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.0001 par value per share	MIR	New York Stock Exchange
Redeemable warrants to purchase Class A common stock	MIR WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On April 18, 2024, Mirion Technologies, Inc. (the “Company”) issued a press release announcing the redemption of all of its outstanding public warrants to purchase shares of its Class A common stock that were issued pursuant to its Warrant Agreement, dated June 29, 2020, by and between the Company (f/k/a GS Acquisition Holdings Corp II) and Continental Stock Transfer & Trust Company, as warrant agent. Any public warrants that remain outstanding at 5:00 p.m. New York City time on May 20, 2024 will be redeemed for a redemption price of \$0.10 per public warrant.

A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the Notice of Redemption delivered by the Company is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

None of this Current Report on Form 8-K, the press release attached hereto as Exhibit 99.1, or the Notice of Redemption attached hereto as Exhibit 99.2 constitutes an offer to sell or the solicitation of an offer to buy any of the Company’s securities, and none shall constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

Exhibit Number	Description
99.1	Mirion Technologies, Inc. press release dated April 18, 2024
99.2	Notice of Redemption dated April 18, 2024
104	Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 18, 2024

Mirion Technologies, Inc.

By: /s/ Brian Schopfer

Name: Brian Schopfer

Title: Chief Financial Officer

Mirion Announces Redemption of Public Warrants

ATLANTA – April 18, 2024 – Mirion ("we" or the "Company") (NYSE: MIR, MIR.WS), a global provider of radiation detection, measurement, analysis and monitoring solutions to the medical, nuclear, defense, and research end markets, today announced that it will redeem all of its publicly traded warrants to purchase shares of Class A common stock, par value \$0.0001 per share (the "Common Stock"), that remain outstanding at 5:00 pm New York City time on Monday, May 20, 2024 (the "Redemption Date"), for a redemption price of \$0.10 per warrant (the "Redemption Price").

Mirion has directed its warrant agent, Continental Stock Transfer & Trust Company (the "Warrant Agent") or its authorized information agent, to deliver a notice of redemption (the "Notice of Redemption") to the registered holders of outstanding warrants pursuant to the Warrant Agreement, dated as of June 29, 2020 (the "Warrant Agreement"), by and between Mirion (f/k/a GS Acquisition Holdings Corp II) and the Warrant Agent. Under the Warrant Agreement, Mirion is entitled to redeem its public warrants at a redemption price of \$0.10 per warrant if the last sale price of the Common Stock equals or exceeds \$10.00 per share on the trading day before the Company issues the notice of redemption (the "Stock Price Condition"), among other conditions.

The stock price condition was satisfied on April 17, 2024, the day before the Notice of Redemption is being sent to warrant holders. Warrants to purchase Common Stock that were issued under the Warrant Agreement in a private placement simultaneously with Mirion's (f/k/a GS Acquisition Holdings Corp II) initial public offering and still held by the initial holders thereof or their permitted transferees are not subject to the Notice of Redemption.

Exercise Procedures and Deadline for Warrant Exercise

Warrant holders may continue to exercise their warrants to purchase shares of Common Stock until immediately before 5:00 p.m. New York City time on the Redemption Date. Holders may exercise their warrants and receive Common Stock (i) in exchange for a payment in cash of the \$11.50 per warrant exercise price, or (ii) on a "cashless" basis in which case the exercising holder will receive a number of shares of Common Stock determined under the Warrant Agreement based on the redemption date and the redemption fair market value, as determined in accordance with the Warrant Agreement. The "fair market value" is based on the average last price per share of Common Stock for the 10 trading days ending on the third trading day prior to the date on which the Notice of Redemption is sent. In accordance with the Warrant Agreement, exercising holders will receive 0.220 of a share of Common Stock for each Warrant surrendered for exercise. If a holder of warrants would, after taking into account all of such holders' warrants exercised at one time, be entitled to receive a fractional interest in a share of Common Stock, the number of shares of Common Stock the holder is entitled to receive will be rounded down to the nearest whole number of shares.

Holders wishing to exercise their warrants should follow the procedures described in the Notice of Redemption and the Election to Purchase form included with the notice. Holders of warrants held in "street name" should immediately contact their brokers to determine exercise procedures. Since the act of exercising is voluntary, holders must instruct their brokers to submit the warrants for exercise.

Termination of Warrant Rights

The warrants are listed on the NYSE under the ticker symbol "MIR WS." Any outstanding Mirion public warrants that remain unexercised at 5:00 p.m. New York City time on the Redemption Date will be void

and no longer exercisable, except to receive the Redemption Price or as otherwise described in the Notice of Redemption.

How to Redeem

The shares of Common Stock underlying the public warrants have been registered by the Company under the Securities Act of 1933, as amended, and are covered by a registration statement filed on Form S-3, as amended, with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-268445). Exercise of public warrants should be directed through the broker of the warrant holder. In addition to the broker, questions may also be directed to Morrow Sodali at (800) 662-5200 (for individuals) / (203) 658-9400 (for banks and brokerages) or at mir@info.morrowsodali.com. Or contact Continental Stock Transfer & Trust Company, One State Street, 30th Floor, New York, New York 10004, Attention: Compliance Department, Telephone Number (212) 509-4000.

Additional information can be found on Mirion's Investor Relations website: <https://ir.mirion.com/>

About Mirion

Mirion (NYSE: MIR) is a global leader in radiation safety, science and medicine, empowering innovations that deliver vital protection while harnessing the transformative potential of ionizing radiation across a diversity of end markets. The Mirion Technologies group provides proven radiation safety technologies that operate with precision – for essential work within R&D labs, critical nuclear facilities, and on the front lines. The Mirion Medical group solutions help enhance the delivery and ensure safety in healthcare, powering the fields of Nuclear Medicine, Radiation Therapy QA, Occupational Dosimetry, and Diagnostic Imaging. Headquartered in Atlanta (GA – USA), Mirion employs approximately 2,700 people and operates in 12 countries. Learn more at mirion.com.

No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any Mirion securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “hope,” “intend,” “may,” “might,” “should,” “would,” “will,” “understand” and similar words are intended to identify forward looking statements. These forward-looking statements include, but are not limited to, statements regarding redemption of the warrants. Further information on risks, uncertainties and other factors that could affect our financial results are included in the filings we make with the Securities and Exchange Commission (the “SEC”) from time to time, including our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and other periodic reports filed or to be filed with the SEC.

You should not rely on these forward-looking statements, as actual outcomes and results may differ materially from those contemplated by these forward-looking statements as a result of such risks and uncertainties. All forward-looking statements in this press release are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking

statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

Contacts

For investor inquiries:

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For media inquiries:

Erin Schesny

media@mirion.com

April 18, 2024

NOTICE OF REDEMPTION OF CERTAIN WARRANTS (CUSIP 60471A 119)

Dear Public Warrant Holder,

Mirion Technologies, Inc. (the "Company") hereby gives notice that it is redeeming, at 5:00 p.m. New York City Time on May 20, 2024 (the "Redemption Date"), all of the Company's outstanding public warrants (the "Public Warrants") to purchase shares of the Company's Class A common stock, par value \$0.0001 per share (the "Common Stock"), issued under the Warrant Agreement, dated June 29, 2020, by and between Mirion Technologies, Inc. (f/k/a GS Acquisition Holdings Corp II ("GSAH")) and Continental Stock Transfer & Trust Company, as warrant agent (the "Warrant Agent") (the "Warrant Agreement"), for a redemption price of \$0.10 per Public Warrant (the "Redemption Price"). The Public Warrants were initially part of the units sold in GSAH's initial public offering ("IPO").

Each Public Warrant entitles the holder thereof to purchase (i) one share of Common Stock per Public Warrant for a cash purchase price of \$11.50 per share, or (ii) 0.220 of one share of Common Stock per Public Warrant if exercised on a cashless basis as described below under "Exercise Procedures." Any Public Warrants that remain unexercised immediately after 5:00 p.m. New York City Time on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Public Warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in "street name." Warrants to purchase Common Stock that were issued under the Warrant Agreement in a private placement simultaneously with the IPO and still held by the initial holders thereof or their permitted transferees are not subject to this notice of redemption.

The Public Warrants are listed on the NYSE under the symbol "MIR WS" and the Common Stock is listed on the NYSE under the symbol "MIR." On April 17, 2024, the closing price of the Public Warrants was \$1.88, and the closing price of the Common Stock was \$10.57.

We understand from the NYSE that May 17, 2024, the trading day prior to the Redemption Date, will be the last day on which the Public Warrants will be traded on the NYSE.

TERMS OF REDEMPTION; CESSATION OF RIGHTS

The rights of the Public Warrant holders to exercise their Public Warrants will terminate at 5:00 p.m. New York City Time on the Redemption Date. Immediately after 5:00 p.m. New York City Time on the Redemption Date, holders of unexercised Public Warrants will have no rights with respect to those Public Warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in "street name." You should consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Public Warrants. **Note that the act of exercising is VOLUNTARY, meaning holders must instruct their broker to submit the Public Warrants for exercise if they wish to exercise the Public Warrants on a cash or cashless basis as set forth below.**

The Company is exercising this right to redeem the Public Warrants pursuant to Section 6 of the Warrant Agreement. Pursuant to Section 6.2 of the Warrant Agreement, the Company is entitled to redeem the Public Warrants at a redemption price of \$0.10 per Public Warrant if the last reported sales price of the Common Stock is at least \$10.00 per share on the trading day prior to the date on which a notice of redemption is given. This share price performance requirement was satisfied as of April 17, 2024.

EXERCISE PROCEDURES

Public Warrant holders have until 5:00 p.m. New York City Time on the Redemption Date to exercise their Public Warrants to purchase shares of Common Stock.

- **Cash Exercise:** Holders may exercise Public Warrants and receive Common Stock in exchange for payment in cash of the \$11.50 per Public Warrant exercise price.
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- **Cashless Exercise:** Alternatively, a holder may elect to exercise Public Warrants on a “cashless basis” (the “Make-Whole Exercise”) and surrender Public Warrants for a certain number of shares of Common Stock that is determined by reference to the table set forth in Section 6.2 of the Warrant Agreement and is based on: (i) the period of time between the Redemption Date and the expiration of the Public Warrants and (ii) \$10.96 (being the average last reported sale price of the Common Stock for the ten (10) trading days ending on April 15, 2024, the third trading day prior to the date on which this notice of redemption is sent to holders of Public Warrants). **By virtue of the cashless Make-Whole Exercise of the Public Warrants, exercising Public Warrant holders will receive 0.220 of one share of Common Stock for each Public Warrant surrendered for exercise.** If any holder of Public Warrants would, after taking into account all of such holder’s Public Warrants exercised at one time, be entitled to receive a fractional interest in a share of Common Stock, the number of shares of Common Stock the holder is entitled to receive will be rounded down to the nearest whole number of shares of Common Stock.

Those who hold their Public Warrants in “street name” should immediately contact their broker to determine such broker’s procedure for exercising such Public Warrants.

Public Warrant holders of record may exercise their Public Warrants by sending a fully and properly completed “Election to Purchase” (a form of which is attached hereto as Annex A), duly executed and indicating, among other things, the number of Public Warrants being exercised, to the Warrant Agent:

Continental Stock Transfer & Trust Company
One State Street, 30th Floor
New York, NY 10004
Attention: Compliance Department

The method of delivery of the Public Warrants is at the option and risk of the holder, but if mail is used, properly insured registered mail is suggested.

The fully and properly completed Election to Purchase must be received by Continental Stock Transfer & Trust Company by 5:00 p.m. New York City Time on the Redemption Date. Any failure to deliver a fully and properly completed Election to Purchase before such time will result in such holder’s Public Warrants being redeemed and not exercised.

PUBLIC WARRANTS HELD IN STREET NAME

For Public Warrant holders who hold their Public Warrants in “street name,” provided that a Notice of Guaranteed Delivery is received by the Warrant Agent by 5:00 p.m. New York City Time on the Redemption Date, broker-dealers shall have two business days from the Redemption Date, or 5:00 p.m. New York City Time on May 22, 2024, to deliver the Public Warrants to the Warrant Agent. Any such Public Warrants received without the Election to Purchase or the Notice of Guaranteed Delivery having been duly executed and fully and properly completed will be deemed to have been delivered for redemption (at \$0.10 per Public Warrant), and not for exercise.

REDEMPTION PROCEDURE

Payment of the Redemption Price will be made by the Company upon presentation and surrender of a Public Warrant for payment after 5:00 p.m. New York City Time on the Redemption Date. Those who hold their Public Warrants in “street name” should contact their broker to determine their broker’s procedure for redeeming their Public Warrants.

Under United States federal income tax laws, the Warrant Agent may be required to withhold 24% of the Redemption Price unless such holder has furnished a valid taxpayer identification number and certification that the number supplied is correct or has otherwise established that such holder is not subject to backup withholding. Holders of the Public Warrants who wish to avoid backup withholding should submit either a completed IRS Form W-9 (use only if the holder is a U.S. person, including a resident alien), or the appropriate IRS Form W-8 (use only

if the holder is neither a U.S. person nor a resident alien), when providing the Election to Purchase, if the holder has not already provided such documentation to the Warrant Agent. See: IRS Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities. Publication 515, IRS Form W-9 and IRS Form W-8 forms and corresponding instructions are available through the IRS website at www.irs.gov. Holders should consult their tax advisors.

Any questions you may have about redemption and exercising your Public Warrants may be directed to the Warrant Agent at its address and telephone number set forth above.

None of the Company, its Board of Directors or employees has made or is making any representation or recommendation to any Public Warrant holder as to whether to exercise or refrain from exercising any Public Warrants.

Mirion Technologies, Inc.

/s/ Brian Schopfer

Brian Schopfer
Chief Financial Officer

Annex A

MIRION TECHNOLOGIES, INC.

Election to Purchase

(To Be Executed Upon Exercise of Warrant)

CHECK ONE BOX BELOW AND COMPLETE THE CORRESPONDING PARAGRAPH

- The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to exercise _____ Warrants (as defined below) to receive one share of Common Stock per exercised Warrant and herewith tenders payment for the shares of Common Stock to the order of Mirion Technologies, Inc. (the "Company") in the amount of \$ _____ (\$11.50 per exercised Warrant) in accordance with the terms hereof. If said number of Warrants is less than all of the Warrants exercisable hereunder, the undersigned requests that a new Warrant Certificate representing the remaining balance of shares of Common Stock be registered in the name of _____, whose address is _____ and that such Warrant Certificate be delivered to _____, whose address is _____.
- The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, through the cashless exercise provisions of the Warrant Agreement set forth in Section 6.2 thereof, to exercise _____ Warrants to receive 0.220 of one share of Common Stock per exercised Warrant. If said number of Warrants is less than all of the Warrants exercisable hereunder (after giving effect to the cashless exercise), the undersigned requests that a new Warrant Certificate representing the remaining balance of shares of Common Stock be registered in the name of _____, whose address is _____, and that such Warrant Certificate be delivered to _____, whose address is _____.

The warrants to purchase shares of Common Stock (each, a "Warrant") have been called for redemption by the Company pursuant to Section 6.2 of the Warrant Agreement, dated June 29, 2020 (the "Warrant Agreement"), by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent. Any Warrants that remain unexercised at 5:00 p.m. New York City time on the redemption date will be void and no longer exercisable, and the holders of those Warrants will be entitled to receive only the redemption price of \$0.10 per Warrant.

Date: _____

Signature: _____

Address: _____

Tax Identification Number: _____

Signature Guaranteed: _____

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO SEC RULE 17Ad-15 (OR ANY SUCCESSOR RULE) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED).