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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): May 20, 2025

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**Mirion Technologies, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**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

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. ☐

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## **Item 7.01. Regulation FD Disclosure.**

On May 20, 2025, Mirion Technologies, Inc. (the “Company”) announced its intent to offer \$300.0 million aggregate principal amount of Convertible Senior Notes due 2030 (the “Notes”) in a private placement (the “Offering”) to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

In the preliminary offering memorandum, dated May 20, 2025 relating to the proposed Offering, the Company disclosed that it intends to seek a term loan refinancing amendment (the “Refinancing Amendment”) to its existing Credit Agreement, dated as of October 20, 2021 (as amended by the Agreement and Amendment No. 1 to Credit Agreement, dated as of November 22, 2021, as further amended by Amendment No. 2 to Credit Agreement, dated as of June 23, 2023, as further modified by the Holdings Assumption Agreement, dated as of December 30, 2023, as further amended by Amendment No. 3 to Credit Agreement, dated as of May 22, 2024, as further amended by Amendment No. 4 to Credit Agreement, dated as of March 21, 2025, and as further amended, restated, supplemented or otherwise modified, refinanced or replaced from time to time, the “Credit Agreement”), by and among the Mirion IntermediateCo, Inc. (“Holdings”), Mirion Technologies (US Holdings), Inc. and Mirion Technologies (US), Inc. (together with Mirion Technologies (US Holdings), Inc., the “Borrowers”), the lending institutions from time to time party thereto, and Citibank, N.A as the Administrative Agent, the Collateral Agent and a Letter of Credit Issuer.

If effectuated, the Refinancing Amendment will provide for a new tranche of term loans maturing in 2032 in an aggregate principal amount currently expected to be \$450 million (the “Replacement Term Loans”). The proceeds of the Replacement Term Loans will be used, together with a portion of the net proceeds of the Offering, to refinance all outstanding term loans under the Company’s senior secured term loan immediately prior to the effectiveness of the Refinancing Amendment (including payment of fees and expenses in connection therewith). The Refinancing Amendment is also expected to provide for other changes to the Credit Agreement favorable to the Company and their subsidiaries, including greater flexibility for the payment of dividends, the making of dispositions and/or investments, and the incurrence of indebtedness and liens. The final terms, amount, interest and fees with respect to the Replacement Term Loans are subject to market conditions. There can be no assurance that the Company or its subsidiaries will consummate the Refinancing Amendment on the terms described or at all.

The information in Item 7.01 on this Current Report on Form 8-K and the Exhibit attached hereto are being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall any such information or exhibits be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act.

## **Item 8.01. Other Events.**

On May 20, 2025, the Company issued a press release announcing the proposed Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K and the press release attached hereto do not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any offer, solicitation or sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Notes will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

### Cautionary Note Concerning Forward-Looking Statements

Certain information contained or incorporated by reference in this Current Report on Form 8-K constitutes forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “seek,” “plan,” “project,” “target,” “looking ahead,” “look to,” “move into,” and similar expressions are intended to identify forward-looking statements. Forward-looking statements represent the Company’s current beliefs, estimates and assumptions only as of the date of this press release and information contained in this press release should not be relied upon as representing the Company’s estimates as of any subsequent date. These forward-looking statements are subject to risks, uncertainties, and assumptions. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Risks include, but are not limited to market risks, trends and conditions. These risks are not exhaustive. Further information on these and other risks that could affect the Company’s results is included in its filings with the Securities and Exchange Commission (“SEC”), including its Annual Report on Form 10-K for the year ended December 31, 2024, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 and the future reports

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that it may file from time to time with the SEC. The Company assumes no obligation to, and does not currently intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press release issued by Mirion Technologies, Inc. dated May 20, 2025</u></a>
104	Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: May 20, 2025

**Mirion Technologies, Inc.**

By: /s/ Brian Schopfer

Name: Brian Schopfer

Title: Chief Financial Officer

## **Mirion Technologies Announces Proposed \$300.0 Million Offering of Convertible Senior Notes Due 2030**

May 20, 2025

**Atlanta, GA – May 20, 2025 (GLOBE NEWSWIRE) – Mirion Technologies, Inc. (“Mirion”) (NYSE: MIR)**, today announced its intent to offer \$300.0 million aggregate principal amount of Convertible Senior Notes due 2030 (the “Notes”) in a private placement (the “Offering”) to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). Mirion also intends to grant the initial purchasers of the Notes an option to purchase, within a 13-day period beginning on, and including, the date on which the Notes are first issued, up to an additional \$45.0 million aggregate principal amount of Notes. The Offering is subject to market and other conditions, and there can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering.

The Notes will be general unsecured obligations of Mirion and will accrue interest payable semiannually in arrears. The Notes will be convertible at the option of holders under certain conditions into cash, shares of Mirion’s Class A common stock or a combination of cash and shares of Mirion’s Class A common stock, at Mirion’s election. The interest rate, initial conversion rate and other terms of the Notes will be determined at the time of pricing of the Offering.

Mirion expects to use the net proceeds from the Offering (i) to pay the cost of the capped call transactions described below; (ii) to repay \$250.0 million of outstanding term loans under its senior secured term loan; (iii) to repurchase up to \$50.0 million of shares of Mirion’s Class A common stock; and (iv) the balance for general corporate purposes and working capital. Mirion has in the past, and may in the future, from time to time, seek to acquire complementary businesses or technologies; however, Mirion has no commitments for any material acquisitions or investments at this time. If the initial purchasers exercise their option to purchase additional Notes, Mirion expects to use a portion of the net proceeds from the sale of the additional Notes to enter into additional capped call transactions with the Option Counterparties (as defined below) and the remaining net proceeds for general corporate purposes and working capital.

In connection with the pricing of the Notes, Mirion expects to enter into capped call transactions with one or more of the initial purchasers thereof or their respective affiliates and/or other financial institutions (the “Option Counterparties”). The capped call transactions will cover, subject to anti-dilution adjustments substantially similar to those applicable to the Notes, the number of shares of Mirion’s Class A common stock initially underlying the Notes. The capped

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call transactions are expected generally to reduce the potential dilution to Mirion's Class A common stock upon any conversion of the Notes and/or offset any cash payments Mirion is required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap.

In connection with establishing their initial hedges of the capped call transactions, Mirion expects the Option Counterparties or their respective affiliates will enter into various derivative transactions with respect to Mirion's Class A common stock and/or purchase shares of Mirion's Class A common stock concurrently with or shortly after the pricing of the Notes, including with, or from, as the case may be, certain investors in the Notes. This activity could increase (or reduce the size of any decrease in) the market price of Mirion's Class A common stock or the trading price of the Notes at that time.

In addition, the Option Counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to Mirion's Class A common stock and/or purchasing or selling Mirion's Class A common stock or other securities of Mirion in secondary market transactions following the pricing of the Notes and prior to the maturity of the Notes (and (x) are likely to do so during any observation period related to a conversion of the Notes or following any repurchase of the Notes in connection with any redemption or fundamental change and (y) are likely to do so following any other repurchase of the Notes, if Mirion elects to unwind a corresponding portion of the capped call transactions in connection with such repurchase). This activity could also cause or avoid an increase or a decrease in the market price of Mirion's Class A common stock or the Notes, which could affect a noteholder's ability to convert the Notes and, to the extent the activity occurs during any observation period related to a conversion of Notes, this could affect the number of shares, if any, and value of the consideration that a noteholder will receive upon conversion of its Notes.

Mirion expects to use a portion of the net proceeds from the Offering to repurchase up to \$50.0 million of shares of Mirion's Class A common stock concurrently with the pricing of the Offering. Mirion expects to repurchase shares of Class A common stock sold short by initial investors in this Offering in privately negotiated transactions effected through one of the initial purchasers or one of its affiliates. Mirion expects to repurchase these shares from purchasers of Notes in the Offering at a purchase price per share equal to the last reported sale price per share of Mirion's Class A common stock on the date of the pricing of the Offering. Any such repurchases of shares of Mirion's Class A common stock will be separate from, and in addition to, repurchases under Mirion's existing stock repurchase program.

These repurchases could affect the market price of Mirion's Class A common stock prior to, concurrently with or shortly after the pricing of the Notes, and could result in a higher effective conversion price for the Notes. Mirion cannot predict the magnitude of such market activity or the overall effect it will have on the market price of Mirion's Class A common stock or the

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conversion price for the Notes. The Offering of the Notes is not contingent upon the repurchase of any of Mirion's Class A common stock.

The Notes and any shares of Mirion's Class A common stock potentially issuable upon conversion of the Notes have not been and will not be registered under the Securities Act, any state securities laws or the securities laws of any other jurisdiction, and unless so registered, may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release is neither an offer to sell nor a solicitation of an offer to buy any of these securities nor shall it constitute an offer, solicitation or sale of any securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification thereof under the securities laws of any such state or jurisdiction.

#### **Forward-Looking Statements**

This press release contains forward-looking statements including, statements concerning the proposed terms of the Notes, capped call transactions, the completion, timing and size of the proposed Offering of the Notes and capped call transactions, the grant to the initial purchasers of the option to purchase additional Notes and the anticipated use of proceeds from the Offering. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "seek," "plan," "project," "target," "looking ahead," "look to," "move into," and similar expressions are intended to identify forward-looking statements. Forward-looking statements represent Mirion's current beliefs, estimates and assumptions only as of the date of this press release and information contained in this press release should not be relied upon as representing Mirion's estimates as of any subsequent date. These forward-looking statements are subject to risks, uncertainties, and assumptions. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Risks include, but are not limited to market risks, trends and conditions. These risks are not exhaustive. Further information on these and other risks that could affect Mirion's results is included in its filings with the Securities and Exchange Commission ("SEC"), including its Annual Report on Form 10-K for the year ended December 31, 2024, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 and the future reports that it may file from time to time with the SEC. Mirion assumes no obligation to, and does not currently intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

#### **For investor inquiries, please contact:**

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Source: Mirion