

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>GS Sponsor II LLC</u> (Last) (First) (Middle) <u>251 LITTLE FALLS DRIVE</u> (Street) <u>WILMINGTON DE 19808</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mirion Technologies, Inc. [MIR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/04/2024		J ⁽¹⁾		1,768,000	A	(1)	17,793,000	D ⁽²⁾	
Class A Common Stock								2,725,000	I	See footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants to Purchase Class A Common Stock	\$11.5	06/04/2024		J ⁽¹⁾		8,500,000		(4)	(4)	Class A Common Stock	8,500,000	(1)	0	D ⁽²⁾	

1. Name and Address of Reporting Person * <u>GS Sponsor II LLC</u> (Last) (First) (Middle) <u>251 LITTLE FALLS DRIVE</u> (Street) <u>WILMINGTON DE 19808</u> (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>GOLDMAN SACHS & CO. LLC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u> (City) (State) (Zip)

1. Name and Address of Reporting Person *

GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

Explanation of Responses:

1. On June 5, 2024, GS Sponsor II LLC (the "Sponsor") surrendered to Mirion Technologies, Inc. (the "Issuer") warrants to purchase 8,500,000 shares of the Issuer's Class A Common Stock ("Class A Common Stock") in exchange for 1,768,000 shares of Class A Common Stock. As a result of this exchange, the Reporting Persons ceased to be subject to Section 16 of the Securities Exchange Act of 1934.
2. These securities are or were held by Sponsor. Each of The Goldman Sachs Group, Inc. ("GS Group") and its subsidiary, Goldman, Sachs & Co. LLC ("Goldman Sachs"), may be deemed a beneficial owner of Issuer securities held by Sponsor, but each disclaims beneficial ownership thereof except to the extent of its pecuniary interest, if any.
3. These securities are held by GS Acquisition Holdings II Employee Participation LLC and GS Acquisition Holdings II Employee Participation 2 LLC (the "Employee Participation Vehicles"). Each of GS Group and Goldman Sachs may be deemed a beneficial owner of Issuer securities held by the Employee Participation Vehicles, but each disclaims beneficial ownership thereof except to the extent of its pecuniary interest, if any.
4. In connection with the completion of the Issuer's initial public offering, Sponsor purchased an aggregate of 8,500,000 private placement warrants, each exercisable to purchase (subject, initially, to the satisfaction of certain material conditions) one share of the Issuer's Class A Common Stock for \$11.50 per share. Certain material conditions to the exercisability of these warrants were satisfied upon the occurrence of the Issuer's initial business combination and these warrants were exercisable (including by cash settlement) 30 days following such date.

/s/ Philip Grovit, Vice President, 06/06/2024
GS Sponsor II LLC

/s/ Crystal Orgill, Attorney-in- 06/06/2024
Fact, Goldman, Sachs & Co. LLC

/s/ Crystal Orgill, Attorney-in- 06/06/2024
Fact, The Goldman Sachs Group,
Inc.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.