

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Freed Michael</b>		2. Issuer Name and Ticker or Trading Symbol <b>Mirion Technologies, Inc. [MIR]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</b>	
(Last) (First) (Middle) <b>MIRION TECHNOLOGIES, INC., 1218 MENLO DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>10/20/2021</b>			
(Street) <b>ATLANTA, GA 30318</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

### 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			
Common Stock	10/20/2021		A	(1)(2)(3)	935,818	A	(1) (2)	935,818	D	

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

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### 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freed Michael MIRION TECHNOLOGIES, INC. 1218 MENLO DRIVE ATLANTA, GA 30318			Chief Operating Officer	

## Signatures

/s/ Emmanuelle Lee, attorney-in-fact		10/22/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* 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).

Pursuant to the Business Combination Agreement, dated June 17, 2021 (as amended on September 3, 2021), by and among GS Acquisition Holdings Corp II ("GSAH"), Mirion Technologies (TopCo), Ltd ("Legacy Mirion") and the other parties thereto (the "Business Combination Agreement"), GSAH established a Delaware corporation,

(1) Mirion IntermediateCo, Inc. ("IntermediateCo") as a subsidiary thereof. A newly-formed subsidiary of IntermediateCo merged with and into Legacy Mirion with Legacy Mirion surviving as a wholly-owned subsidiary of IntermediateCo, with GSAH (which changed its name to Mirion Technologies, Inc. (the "Issuer")) thereby becoming the corporate parent of Legacy Mirion. The transactions contemplated by the Business Combination Agreement are referred to herein as the "Business Combination".

Pursuant to the terms of the Business Combination Agreement, the shareholders of Legacy Mirion at the effective time of the Business Combination (the "Effective Time")

(2) were entitled to elect to receive, for each Class A ordinary share of Legacy Mirion held by them immediately prior to the Effective Time, a combination of cash and shares of Class B common stock of the Issuer ("Common Stock"), in each case, as specified by the applicable Legacy Mirion shareholder.

(3) Reflects shares of Common Stock acquired by the Reporting Person pursuant to the Business Combination Agreement.

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

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