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**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): June 2, 2023**

**GARRETT MOTION INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-38636**  
(Commission  
File Number)

**82-4873189**  
(I.R.S. Employer  
Identification Number)

**La Pièce 16**  
**Rolle, Switzerland**  
(Address of Principal Executive Offices)

**1180**  
(Zip Code)

**+41 21 695 30 00**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.001 par value per share	GTX	The Nasdaq Stock Market LLC
Series A Cumulative Convertible Preferred Stock, par value \$0.001 per share	GTXAP	The Nasdaq Stock Market LLC

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 8.01. Other Events.**

As previously disclosed, on April 12, 2023, Garrett Motion Inc. (the “Company”) announced a series of capital transformation transactions designed to increase the attractiveness of the Company to investors by facilitating the orderly transformation of the Company’s capital structure into a single class of common stock (the “Transactions”).

As part of the Transactions, the holders of a majority of the outstanding shares of the Series A Preferred Stock authorized and approved the amendment and restatement of the certificate of designations for the Series A Preferred Stock (as amended, the “Certificate of Designations”) to, among other things, require the conversion of all shares of Series A Preferred Stock into shares of the Company’s common stock (the “Common Stock”), subject to the repurchase by the Company of a portion of the shares of Series A Preferred Stock held by certain funds affiliated with Centerbridge Partners, L.P. and certain funds affiliated with Oaktree Capital Management, L.P. (the “Series A Repurchase”).

The Company expects that the Certificate of Designations will become effective, and that the Series A Repurchase will be completed, on June 6, 2023. In accordance with the Certificate of Designations, the Company expects that the conversion of all shares of Series A Preferred Stock into shares of Common Stock will occur at approximately 5:00 p.m. Eastern Daylight Time on June 12, 2023 (the “Conversion Date”).

Accordingly, on the Conversion Date, each share of Series A Preferred Stock will automatically be converted into one (1) fully-paid, non-assessable share of Common Stock, without any further action by the holders of Series A Preferred Stock. Additionally, following the Conversion Date, all persons who held shares of Series A Preferred Stock as of the Conversion Date will receive, in respect of each share of Series A Preferred Stock held immediately prior to the Conversion Date, a payment of the accrued and unpaid dividends on the Series A Preferred Stock through June 30, 2023, plus an additional amount that represents the dividends that would have accrued on the Series A Preferred Stock through September 30, 2023. In the aggregate, this payment per share of Series A Preferred Stock will be comprised of (i) \$0.144375 in cash, and (ii) approximately 0.104379 shares of Common Stock (representing \$0.853509 in accrued and unpaid dividends per share of Common Stock, valued at \$8.177 per share), subject to cash adjustment pursuant to Section 7(f) of the Certificate of Designations to avoid the issuance of fractional shares of Common Stock, and will be made on or prior to June 20, 2023.

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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.

**GARRETT MOTION INC.**

Date: June 2, 2023

By: /s/ Jerome P. Maironi  
Jerome P. Maironi  
Senior Vice President, General Counsel and Corporate  
Secretary

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