
**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): September 7, 2021

ORTHO CLINICAL DIAGNOSTICS HOLDINGS PLC

(Exact name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction
of Incorporation)

001-39956
(Commission File Number)

98-1574150
(IRS Employer
Identification No.)

1001 Route 202, Raritan, New Jersey
(Address of Principal Executive Offices)

08869
(Zip Code)

Registrant's Telephone Number, Including Area Code: (908) 218-8000

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 (see General Instructions A.2. below):

- 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
Ordinary shares, \$0.00001 par value	OCDX	Nasdaq Global Select Market

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 September 7, 2021, Ortho Clinical Diagnostics Holdings plc (the “Company”) issued a press release announcing that one of its shareholders, an affiliate of The Carlyle Group (the “Selling Shareholder”), intends to offer for sale (the “Offering”) in an underwritten secondary offering 22,000,000 ordinary shares of the Company, nominal value \$0.00001 per share (the “Ordinary Shares”). The Selling Shareholder expects to grant the underwriters an option to purchase up to 3,300,000 additional Ordinary Shares within thirty (30) days from the pricing of the Offering. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Forward Looking Statements

This Current Report on Form 8-K may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements reflect, among other things, our current expectations regarding the Offering, all of which are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, market trends, or industry results to differ materially from those expressed or implied by such forward-looking statements. Therefore, any statements contained herein that are not statements of historical fact may be forward-looking statements and should be evaluated as such. Without limiting the foregoing, the words as “anticipate,” “expect,” “suggest,” “plan,” “believe,” “intend,” “project,” “forecast,” “estimates,” “targets,” “projections,” “should,” “could,” “would,” “may,” “might,” “will,” and the negative thereof and similar words and expressions are intended to identify forward-looking statements. Factors that might materially affect such forward looking statements are included in the section entitled “Risk Factors” in our most recent Annual Report on Form 10-K and in other documents that we have filed with, or furnished to, the U.S. Securities and Exchange Commission. Unless legally required, we assume no obligation to update any such forward-looking information to reflect actual results or changes in the factors affecting such forward-looking information.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press Release issued by Ortho Clinical Diagnostics Holdings plc dated September 7, 2021</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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 thereunto duly authorized.

Ortho Clinical Diagnostics Holdings plc

Date: September 7, 2021

By: _____
/s/ Joseph M. Busky
Joseph M. Busky
Chief Financial Officer

Ortho Clinical Diagnostics Announces Secondary Offering of Ordinary Shares

RARITAN, N.J. – September 7, 2021 – Ortho Clinical Diagnostics Holdings plc (Nasdaq: OCDX) (the “Company”), one of the world’s largest pure-play in vitro diagnostics companies, today announced that one of its shareholders (the “Selling Shareholder”), an affiliate of The Carlyle Group, intends to offer for sale in an underwritten secondary offering 22,000,000 ordinary shares of the Company pursuant to a registration statement filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”). Additionally, the Selling Shareholder expects to grant the underwriters a 30-day option to purchase up to an additional 3,300,000 ordinary shares on the same terms and conditions.

The Company is not selling any ordinary shares in the offering, will not receive any of the proceeds from the offering, and will bear the costs associated with the sale of such ordinary shares by the Selling Shareholder, other than underwriting discounts and commissions.

Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC are acting as the joint book-running managers and as representatives of the underwriters for the offering.

A registration statement on Form S-1, including a preliminary prospectus, relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The offering of these securities may be made only by means of a prospectus. Copies of the preliminary prospectus relating to the offering may be obtained by contacting Goldman Sachs & Co. LLC, Attention: Prospectus Department at 200 West Street, New York, NY 10282 or by telephone at 1-866-471-2526; or J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone: 1-866 803-9204.

About Ortho Clinical Diagnostics

Ortho Clinical Diagnostics Holdings plc (Nasdaq: OCDX) is one of the world’s largest pure-play in vitro diagnostics (IVD) companies dedicated to transforming patient care.

More than 800,000 patients across the world are impacted by Ortho’s tests each day. *Because Every Test Is A Life™*, Ortho provides hospitals, hospital networks, clinical laboratories and blood banks around the world with innovative technology and tools to ensure test results are fast, accurate, and reliable. Ortho’s customized solutions enhance clinical outcomes, improve efficiency, overcome lab staffing challenges and reduce costs.

From launching the first product to determine Rh+ or Rh- blood type, developing the world’s first tests for the detection of antibodies against HIV and hepatitis C, introducing patented dry-slide technology

and marketing the first U.S. Food and Drug Administration-authorized high-volume antibody and antigen tests for COVID-19, Ortho has been a pioneering leader in the IVD space for over 80 years.

The Company is powered by Ortho Care® Service and Support, an award-winning, holistic program that ensures best-in-class technical, field and remote service and inventory support to laboratories in more than 130 countries and territories around the globe.

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Ortho Clinical Diagnostics

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