

**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): May 5, 2021**

**ORTHO CLINICAL DIAGNOSTICS HOLDINGS PLC**

(Exact name of registrant as specified in 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 Instruction 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
<b>Ordinary shares, \$0.00001 par value</b>	<b>OCDX</b>	<b>Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

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Emerging growth company

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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 3.02. Unregistered Sales of Equity Securities.**

On May 5, 2021, Ortho Clinical Diagnostics Holdings plc (the “Company”) issued a separate class of 264,399,852,700 deferred shares, with nominal value of \$0.01 per share (the “Capital Reduction Shares”), to Computershare Trustees (Jersey) Limited, as a nominee of the Company, to hold for, and on behalf of, the holders of the Company’s ordinary shares. The Capital Reduction Shares were issued pursuant to a shareholder approval granted on January 25, 2021. The Capital Reduction Shares have no voting rights and no dividend or other rights to participate in the distribution of the Company’s profits. Accordingly, the issuance of the Capital Reduction Shares has not affected the Company’s earnings per share. The Capital Reduction Shares were issued for the purpose of capitalizing a portion of the available merger reserve created following completion of the Company’s initial public offering and related reorganization transactions. The Company did not receive any proceeds from the issuance of the Capital Reduction Shares. The issuance of the Capital Reduction Shares was made in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), provided by Section 4(a)(2) of the Securities Act and certain rules and regulations promulgated under that section and pursuant to exemptions under state securities laws.

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## 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 hereunto duly authorized.

Ortho Clinical Diagnostics Holdings plc

Date: May 11, 2021

By: /s/ Joseph M. Busky

Name: Joseph M. Busky

Title: Chief Financial Officer