
**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 14, 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 14, 2021, Ortho Clinical Diagnostics Holdings plc (the “Company”) issued a press release announcing the closing (the “Closing”) of the previously announced underwritten secondary offering (the “Offering”) of 25,300,000 ordinary shares of the Company, nominal value \$0.00001 per share (the “Ordinary Shares”), held by a selling shareholder affiliated with The Carlyle Group (the “Selling Shareholder”), which includes the full exercise by the underwriters of their option to purchase up to 3,300,000 additional Ordinary Shares, at a price of \$17.50 per Ordinary Share. As a result of the Closing, the Company is no longer a “controlled company” within the meaning of the rules of the NASDAQ Global Select Market. 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.

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 14, 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 14, 2021

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

Ortho Clinical Diagnostics Announces Closing of Secondary Offering of Ordinary Shares and Full Exercise of Underwriters' Option to Purchase Additional Ordinary Shares

RARITAN, N.J. – September 14, 2021 – Ortho Clinical Diagnostics Holdings plc (Nasdaq: OCDX) (the “Company”), one of the world’s largest pure-play in vitro diagnostics companies, today announced the closing (the “Closing”) of the previously announced underwritten secondary offering of 25,300,000 of the Company’s ordinary shares held by a selling shareholder affiliated with The Carlyle Group (the “Selling Shareholder”), which includes the full exercise by the underwriters of their option to purchase up to 3,300,000 additional ordinary shares, at a price of \$17.50 per share. As a result of the Closing, the Company is no longer a “controlled company” within the meaning of the rules of the NASDAQ Global Select Market.

The Company did not sell any ordinary shares in the offering, did not receive any of the proceeds from the offering, and bore 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 acted as the joint lead book-running managers and as representatives of the underwriters for the offering. Morgan Stanley, BofA Securities, Barclays, Citigroup, Cowen, Credit Suisse, UBS Investment Bank, Evercore ISI and Piper Sandler acted as joint book-running managers, and ING, Macquarie Capital, Wolfe | Nomura Strategic Alliance, Drexel Hamilton, H.C. Wainwright & Co., Ramirez & Co., Inc. and Siebert Williams Shank acted as co-managers for the offering.

A registration statement on Form S-1, including a prospectus, relating to these securities has been declared effective by the Securities and Exchange Commission (the “SEC”). 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 was made only by means of a prospectus. Copies of the final prospectus 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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