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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 20, 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

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.**

On June 20, 2023, Garrett Motion Inc. (“we” or the “Company”) completed the final step of the conversion of all shares of our Series A Cumulative Convertible Preferred Stock, par value \$0.001 per share (the “Series A Preferred Stock”) into shares of our Common Stock, par value \$0.001 per share (the “Common Stock”), in accordance with the terms of the Amended and Restated Certificate of Designations for the Series A Preferred Stock.

As previously reported, at approximately 5:00 p.m. New York City time on June 12, 2023, trading of the Series A Preferred Stock on Nasdaq was suspended and each holder of shares of Series A Preferred Stock as of the conversion was deemed to hold one share of Common Stock for each share of Series A Preferred Stock then held. On June 20, 2023, all prior holders of Series A Preferred Stock received, in respect of each share of Series A Preferred Stock held immediately prior to the conversion, a payment in lieu of the accrued and unpaid dividends on the Series A Preferred Stock through June 30, 2023, plus an additional amount representing the dividends that would have accrued on the Series A Preferred Stock through September 30, 2023 (collectively, the “Additional Payment”). In the aggregate, the Additional Payment was comprised of, for each share of Series A Preferred Stock, \$0.144375 in cash and 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 adjustment to avoid the issuance of fractional shares of Common Stock, totaling approximately \$25,315,149 in cash and 18,301,481 additional shares of Common Stock. As previously disclosed, on June 5, 2023, as part of the consideration paid in respect of the purchase of approximately \$570 million of shares of Series A Preferred Stock from entities related to each of Centerbridge Partners, L.P. and Oaktree Capital Management, L.P., the Company paid to such entities an aggregate of \$10,064,071 in cash and 7,276,036 in shares of Common Stock, which represents the accrued and unpaid dividends and additional amounts that such entities would have received upon the conversion of the repurchased shares of Series A Preferred Stock (if they had held such shares on the conversion date).

The Company has approximately 265,574,498 shares of Common Stock outstanding following the completion of these transactions and recent repurchases pursuant to the Company’s stock repurchase program.

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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 21, 2023

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

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