SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Sessa Capital GP, LLC (Last) (First) (Middle) 888 SEVENTH AVENUE, 30TH FLOOR (Street) NEW NY 10019 YORK NY 10019			on [*] 2. Dat Requi (Mont	2. Date of Event Requiring Statement (Month/Day/Year) 04/30/2021		3. Issuer Name and Ticker or <u>Garrett Motion Inc.</u> 4. Relationship of Reporting F Issuer (Check all applicable) Director X Officer (give title below)		Pr Trading Symbol [GTX] Person(s) to		Filec 6. In (Che	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person 	
(City) (Sta	ate)	(Zip)										
			Table I -	Non-Deriv	vati	ive Securities Be	enefic	ially Ow	ned			
1. Title of Security (Instr. 4)					- I					4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock						6,912,204		I		See Footnote ⁽¹⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 2. Dat 4) Expiri			2. Date Exerc Expiration D (Month/Day/	cisable and ate	3.	Title and Amount of Securities nderlying Derivative Security (Instr.			4. Conversion or Exercise Price of		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.
		Date Exercisable	Expiration Date		tle		unt or ber of es	Derivative Security		or Indirect (I) (Instr. 5)	5)	
Series A Preferred Stock			(2)	(2)		Common Stock	16,2	11 , 432 ⁽²⁾	(2)	Ι	See Footnote ⁽¹⁾
1. Name and Addre			on*									
(Last) 888 SEVENTH	(First) AVENUI	Е, 30ТН	(Middle) FLOOR									
(Street) NEW YORK	NY		10019									
(City)	(State)		(Zip)									
1. Name and Address of Reporting Person [*] Sessa Capital (Master), L.P.												
(Last) C/O SESSA CA	(First) APITAL G	P, LLC	(Middle)									
888 SEVENTH AVENUE, 30TH FLOOR												
(Street) NEW YORK	NY		10019									
(City)	(State)		(Zip)									
1. Name and Addre	ess of Repo	rting Perso	on [*]									

<u>Sessa Capital IM, L.P.</u>								
(Last)	(First)	(Middle)						
C/O SESSA CAPITAL GP, LLC								
888 SEVENTH AVENUE, 30TH FLOOR								
(Street)								
NEW YORK	NY	10019						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] Sessa Capital IM GP, LLC								
(Last)	(First)	(Middle)						
C/O SESSA CA	C/O SESSA CAPITAL GP, LLC							
888 SEVENTH AVENUE, 30TH FLOOR								
(Street)								
NEW YORK	NY	10019						
(City)	(State)	(Zip)						

Explanation of Responses:

1. These securities of Garrett Motion Inc. (the "Company") are beneficially owned by (i) Sessa Capital (Master), L.P. ("Sessa Capital"), as a result of its direct ownership of Shares, (ii) Sessa Capital GP, LLC ("Sessa Capital GP"), as a result of being the sole general partner of Sessa Capital, (iii) Sessa Capital IM, L.P. ("Sessa IM"), as a result of being the investment adviser for Sessa Capital, and (iv) Sessa Capital IM GP, LLC ("Sessa IM GP" and together with Sessa Capital, Sessa Capital GP and Sessa IM, the "Reporting Persons"), as a result of being the sole general partner of Sessa IM. John Petry is the manager of Sessa Capital GP and Sessa IM GP. Each of the Reporting Persons and Mr. Petry disclaim beneficial ownership of any securities reported by any person except to the extent of their pecuniary interest therein.

2. Represents the amount of Common Stock initially issuable upon conversion of the Series A Preferred Stock on the date of event requiring this report. Shares of Series A Preferred Stock are convertible, at the holder's election, at the conversion rate (as defined in the Company's certificate of designation of Series A Preferred Stock), which initially is 1:1. The shares of Series A Preferred Stock have no expiration date.

Remarks:

The Reporting Persons are jointly filing this Form 3.

By: /s/ John Petry, Name: John Petry, as manager of Sessa Capital GP, LLC, the general partner of Sessa Capital (Master), L.P., and 05/10/2021 as manager of Sessa Capital IM GP, LLC, the general partner of Sessa Capital IM, L.P

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.