SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CYRUS CAPITAL PARTNERS, L.P.	Garrett Motion Inc. [GTX]	

	2. Issuer Name	5. Relationship

CYRUS CAPITAL PARTNERS, L.P.

(Last)	(First)	(Middle)

65 EAST 55 STREET
35TH FLOOR

(Street)

NEW YORK	NY	10022

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director	X	10% Owner
Officer (give title below)		Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2024		S		260,000	D	$9.8724[1]	28,467,284	I	See footnotes[2][3]
Common Stock	03/25/2024		S		200,000	D	$10.025[4]	28,267,284	I	See footnotes[2][3]

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person[*]

CYRUS CAPITAL PARTNERS, L.P.

(Last)	(First)	(Middle)

65 EAST 55 STREET
35TH FLOOR

(Street)

NEW YORK	NY	10022

(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

FREIDHEIM STEPHEN C

(Last)	(First)	(Middle)

C/O CYRUS CAPITAL PARTNERS, L.P.
65 EAST 55TH STREET, 35TH FLOOR

(Street)

NEW YORK	NY	10022

(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

CYRUS CAPITAL PARTNERS GP, LLC

(Last)	(First)	(Middle)

65 EAST 55TH STREET, 35TH FLOOR

(Street)

NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $9.8264 to $9.93, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

2. These securities of the Company are beneficially owned by (i) Cyrus Capital Partners, L.P. ("Cyrus Capital Partners"), as a result of being the investment manager of certain private investment funds that directly hold the securities, including Cyrus 1740 Master Fund, L.P., Canary SC Master Fund, L.P., Cyrus Opportunities Master Fund II, Ltd., Crescent 1, L.P., CRS Master Fund, L.P., Cyrus Select Opportunities Master Fund, Ltd., Cyrus Select Opportunities Master Fund II, L.P., Peterson Capital Investors LLC, and PJ A Capital LLC (the "Cyrus Funds"), (ii) Cyrus Capital Partners GP, L.L.C. ("Cyrus Capital GP"), as a result of being the sole general partner of Cyrus Capital Partners, and (iii) Stephen C. Freidheim, as a result of being the Chief Investment Officer of Cyrus Capital Partners and the sole member and manager of Cyrus Capital GP (collectively, the "Reporting Persons").

3. (Continued from footnote 2) Each of the Reporting Persons disclaims beneficial ownership of any securities reported by any person except to the extent of his or its pecuniary interest therein, if any.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $10.00 to $10.05, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

Cyrus Capital Partners, L.P., By: Cyrus Capital Partners GP, L.L.C., its general partner, By: /s/ Stephen C. Freidheim, Stephen C. Freidheim, its Sole Member/Manager	03/26/2024
Cyrus Capital Partners GP, L.L.C., By: /s/ Stephen C. Freidheim, Stephen C. Freidheim, its Sole Member/Manager	03/26/2024
/s/ Stephen C. Freidheim	03/26/2024
** Signature of Reporting Person	Date

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 4 (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.