SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

11. Nature

of Indirect

| 1. Name and Addres | ss of Reporting Persc | n* | 2. Issuer Name and Ticker or Trading Symbol Garrett Motion Inc. [GTX] | | tionship of Reporting Per- all applicable) Director | son(s) to Issuer 10% Owner Other (specify | |
|-----------------------|-----------------------|----------|---|------------------------|---|---|--|
| (Last) LA PIECE 16 | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2019 | X | Officer (give title below) SVP, GCM & GM | below) | |
| (Street) ROLLE | V8 | 1180 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Rep Form filed by More that Person | orting Person | |
| (City) | (State) | (Zip) | | | | | |

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) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 02/25/2019 | | М | | 6,025 | A | (1) | 6,025 | D | |
| Common Stock | 02/25/2019 | | F | | 343 | D | \$16.215 | 5,682 | D | |
| Common Stock | 02/25/2019 | | М | | 11,194 | A | (2) | 16,876 | D | |
| Common Stock | 02/25/2019 | | F | | 637 | D | \$16.215 | 16,239 | D | |
| Common Stock | 02/26/2019 | | М | | 4,717 | A | (3) | 20,956 | D | |
| Common Stock | 02/26/2019 | | F | | 269 | D | \$16.685 | 20,687 | D | |
| | | | | | | | | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. Date Execution Date, Transaction of Expiration Date of Securities Derivative derivative Ownership

| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | Code (8) | Instr. | Sec Acq (A) (Disp of (D | vative urities uired or oosed 0) (Instr. and 5) | (Month/Day/Y | 'ear) | Underlyin Derivative (Instr. 3 ar | Security | Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|------------------------------|---|------------------|----------------------------|--------------|--------|--------------------------------------|---|---------------------|--------------------|---|--|------------------------|--|--|---------------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 02/25/2019 | | М | | | 6,025 | (1) | (1) | Common Stock | 6,025 | \$0.00 | 6,025 | D | |
| Restricted Stock Units | (2) | 02/25/2019 | | М | | | 11,194 | (2) | (2) | Common Stock | 11,194 | \$0.00 | 0 | D | |
| Restricted Stock Units | (3) | 02/26/2019 | | М | | | 4,717 | (3) | (3) | Common Stock | 4,717 | \$0.00 | 0 | D | |

Explanation of Responses:

1. On October 1, 2018, the reporting person was granted 12,050 restricted stock units in connection with the conversion of certain equity and cash incentive awards previously granted by Honeywell International Inc. into equity awards of Garrett Motion Inc. in connection with the legal and structural separation of Garrett Motion Inc. from Honeywell International Inc. (such conversion, the "Conversion"). The restricted stock units vested or will vest, as the case may be, in equal installments on February 25, 2019 and February 25, 2020, subject to continued employment.

2. On October 1, 2018, in connection with the Conversion, the reporting person was granted 11,194 restricted stock units, which vested in full on February 25, 2019.

3. On October 1, 2018, in connection with the Conversion, the reporting person was granted 4,717 restricted stock units, which vested in full on February 26, 2019.

Remarks:

1. Title of

Derivative

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Conversion

<u>/s/ Jerome Maironi, Attorney-</u> <u>in-Fact</u> <u>02/27/2019</u>

Date

** Signature of Reporting Person

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

 \ast 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.