
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

Garrett Motion Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

366505105
(CUSIP Number)

Jennifer M. Pulick
Keyframe Capital Partners, L.P.
65 East 55th Street, 35th Floor
New York, New York 10022
(212) 380-5800

with a copy to

Robert A. Profusek
Jones Day
250 Vesey Street
New York, New York 10281
(212) 326-3800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 22, 2021
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Explanatory Note

This Amendment No. 5 amends the statement on Schedule 13D filed with the Securities and Exchange Commission by Keyframe Fund I, L.P., Keyframe Fund II, L.P., Keyframe Fund III, L.P., Keyframe Fund IV, L.P., Keyframe Capital Advisors, L.L.C., Keyframe Capital Partners, L.P., Keyframe Capital Partners GP, L.L.C. and Mr. John R. Rapaport (collectively, the “Reporting Persons”) on October 29, 2020 (as amended, the “Schedule 13D”) with respect to shares of common stock, \$0.001 par value per share (the “Shares”) of Garrett Motion Inc. (the “Company”). Capitalized terms used but not otherwise defined herein have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction

On January 22, 2021, the Company and the other Debtors (as defined therein) entered into the Equity Backstop Commitment Agreement (the “Equity Backstop Commitment Agreement”) with the Equity Backstop Parties (as defined therein), setting forth the terms by which the Equity Backstop Parties committed to participate in a rights offering to provide capital to the Debtors in connection with the Debtors’ plan of reorganization. The Equity Backstop Commitment Agreement supplements the Plan Support Agreement, entered into by the Company, the other Debtors, the Equity Backstop Parties, Honeywell and the Consenting Noteholders on January 11, 2021. The Equity Backstop Commitment Agreement is filed as Exhibit 99.1 hereto and incorporated by reference.

The Shareholder Parties by themselves or with the Equity Commitment Parties, Honeywell and the Consenting Noteholders (to the extent they own Shares) may be deemed to constitute a group for purposes of Rule 13d-3 under the Act. The Reporting Persons anticipate that the other Equity Commitment Parties, Honeywell and the Consenting Noteholders will file separate statements of beneficial ownership on Schedule 13D pursuant to Rule 13d-1(k)(2) under the Act, and any amendments thereto, containing their required information. The Reporting Persons assume no responsibility for the information contained in any filings by any other person. The Reporting Persons expressly disclaim beneficial ownership of any securities beneficially owned or acquired by any other person except to the extent of their pecuniary interest therein. As of the date of this Amendment No. 5, based on information provided by the other Equity Commitment Parties, Honeywell and the Consenting Noteholders, the Reporting Persons believe that the Equity Commitment Parties, Honeywell and the Consenting Noteholders beneficially own in the aggregate 57.6% of the 75,788,279 outstanding Shares, as reported in the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2020.

Item 7. Materials to be Filed as Exhibits

The following documents are filed as exhibits to this statement:

Exhibit 99.1 Equity Backstop Commitment Agreement, dated January 22, 2021, by and among the parties identified therein (incorporated by reference to Exhibit 10.1 to Form 8-K filed by Garrett Motion Inc. on January 25, 2021).

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 25, 2021

Keyframe Fund I, L.P.

By: Keyframe Capital Advisors, L.L.C.
its General Partner

By: /s/ John R. Rapaport
Name: John R. Rapaport
Title: Managing Member

Keyframe Fund II, L.P.

By: Keyframe Capital Advisors, L.L.C.
its General Partner

By: /s/ John R. Rapaport
Name: John R. Rapaport
Title: Managing Member

Keyframe Fund III, L.P.

By: Keyframe Capital Advisors, L.L.C.
its General Partner

By: /s/ John R. Rapaport
Name: John R. Rapaport
Title: Managing Member

Keyframe Fund IV, L.P.

By: Keyframe Capital Advisors, L.L.C.
its General Partner

By: /s/ John R. Rapaport
Name: John R. Rapaport
Title: Managing Member

Keyframe Capital Advisors, L.L.C.

By: /s/ John R. Rapaport
Name: John R. Rapaport
Title: Managing Member

Keyframe Capital Partners, L.P.

By: /s/ John R. Rapaport
Name: John R. Rapaport
Title: Chief Investment Officer and Managing Partner

Keyframe Partners GP, L.L.C.

By: /s/ John R. Rapaport
Name: John R. Rapaport
Title: Managing Member

/s/ John R. Rapaport
John R. Rapaport