
**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): May 20, 2025

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)

47548 Halyard Drive, Plymouth, MI 48170

and

La Pièce 16, 1180 Rolle, Switzerland

(Address of principal executive offices) (Zip Code)

+1 734 392 5500

and

+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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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.

Item 7.01 Regulation FD Disclosure.

On May 20, 2025, Garrett Motion Inc. (the “Company”) issued a press release announcing the commencement of a secondary public offering (the “Offering”) of 17,000,000 shares of its common stock, par value \$0.001 per share (the “Common Stock”), offered by certain entities affiliated with each of Oaktree Capital Management, L.P., Centerbridge Partners, L.P. and Cyrus Capital Partners, L.P. (collectively, the “Selling Stockholders”), as well as a proposed repurchase by the Company of approximately 2 million of the shares of common stock that are the subject of the Offering at a price per share equal to the price per share at which the underwriters will purchase such shares from the Selling Stockholders in the Offering (the “Repurchase”). The Repurchase is expected to occur simultaneously with the closing of the Offering. The Repurchase is part of the Company's existing \$250 million share repurchase program. The underwriters will not receive any compensation for the shares being repurchased by the Company in connection with the Repurchase. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Document Description
99.1	Press release of Garrett Motion Inc., dated May 20, 2025.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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.

By: /s/ Sean Deason
Name: Sean Deason
Title: Senior Vice President and Chief Financial
Officer

Date: May 20, 2025



Garrett Motion Announces Launch of Secondary Public Offering of Common Stock and Concurrent Share Repurchase

PLYMOUTH, Mich. and ROLLE, Switzerland, May 20, 2025 — Garrett Motion Inc. (Nasdaq: GTX) (“Garrett” or the “Company”), a leading differentiated automotive technology provider, today announced a proposed secondary public offering of 17,000,000 shares of the Company’s common stock held by certain entities managed by affiliates of Oaktree Capital Management, L.P., Centerbridge Partners, L.P. and Cyrus Capital Partners, L.P. (collectively, the “Selling Stockholders”). The underwriters will have a 30-day option to purchase at their own election up to an additional 2,550,000 shares of common stock from the Selling Stockholders. The Selling Stockholders will receive all of the net proceeds from the proposed offering. The Company is not selling any shares and will not receive any proceeds from the proposed offering.

Garrett has authorized the concurrent purchase from the underwriters of approximately 2 million shares of common stock as part of the secondary public offering (the “Repurchase”), subject to the completion of the offering, subject to a maximum aggregate repurchase amount of \$25 million. The Repurchase is part of the Company’s existing \$250 million share repurchase program. The underwriters will not receive any compensation for the shares being repurchased by the Company pursuant to the Repurchase.

Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC (in alphabetical order) are acting as the lead bookrunners and representatives of the underwriters, and Deutsche Bank Securities Inc., Wells Fargo Securities, BNP Paribas Securities Corp., BofA Securities, RBC Capital Markets, LLC and Stifel, Nicolaus & Company, Incorporated are acting as joint bookrunning managers, for the proposed offering.

A shelf registration statement (including a prospectus) relating to these securities has been filed with the Securities and Exchange Commission (the “Commission”) and is effective. A preliminary prospectus supplement relating to the offering has also been filed with the Commission. Before investing, interested parties should read the shelf registration statement, preliminary prospectus supplement and other documents filed with the Commission for information about Garrett and the offering. You may get these documents for free by visiting EDGAR on the Commission’s website at sec.gov. Alternatively, a copy may be obtained from: Goldman Sachs & Co. LLC, Prospectus

Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing Prospectus-ny@ny.email.gs.com and J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, telephone: 1-866-803-9204, or email: prospectus-eg_fi@jpmorgan.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Forward-Looking Statements

This communication and related comments by management may include “forward-looking statements” within the meaning of the U.S. federal securities laws. Forward-looking statements are any statements other than statements of historical fact and can be identified by words such as “anticipate,” “intend,” “plan,” “goal,” “seek,” “believe,” “project,” “estimate,” “expect,” “strategy,” “future,” “likely,” “may,” “should,” “will,” and similar expressions, and include statements regarding the proposed secondary offering and proposed Repurchase. Forward-looking statements represent our current judgment about possible future activities, events, or developments that we intend, expect, project, believe, or anticipate will or may occur in the future. In making these statement, we rely upon assumptions and analysis based on our experience and perception of historical trends, current conditions, and expected future developments, as well as other factors we consider appropriate under the circumstances. We believe these judgments are reasonable, but these statements are not guarantees of any future performance, events, or results, and actual performance, events, or results may differ materially from those envisaged by our forward-looking statements due to a variety of important factors, including risks related to and the effect of the proposed secondary public offering of the common stock; activity in repurchasing shares of Garrett’s common stock; and risks described in our most recent Annual Report on Form 10-K and our other filings with the U.S. Securities and Exchange Commission, including risks related to the automotive industry, the competitive landscape and our ability to compete, and macroeconomic and geopolitical conditions, among others. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date they are made, and we undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events, or other factors that affect the subject of these statement, except where we are expressly required to do so by law.

About Garrett Motion Inc.

A differentiated technology leader, Garrett Motion has a 70-year history of innovation in the automotive sector (cars, trucks) and beyond (off-highway equipment, marine, power generators). Its expertise in turbocharging has enabled significant reductions in engine size, fuel consumption, and CO2 emissions. Garrett is expanding its positive impact by developing differentiated technology solutions for Zero Emission Vehicles, such as fuel

cell compressors for hydrogen fuel cell vehicles, as well as electric propulsion and thermal management systems for battery electric vehicles. Garrett has five R&D centers, 13 manufacturing facilities and a team of more than 9,000 employees in more than 20 countries. Its mission is to enable the transportation industry to advance motion through unique, differentiated innovation.

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