# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# SCHEDULE 13D

**Under the Securities Exchange Act of 1934** (Amendment No. 1)\*

# Getty Images Holdings, Inc.

(Name of Issuer) Class A Common Stock, par value \$0.0001 per share (Title of Class of Securities) 374275105 (CUSIP Number) William Braverman ESQ **Neuberger Berman Group LLC** 1290 Avenue of the Americas New York, NY 10104 Phone: 212-476-9035 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications) **September 16, 2022** (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.  $\Box$ Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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).

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1	NAMES OF REPORTING PERSONS					
1	Neube	rger Berman Group LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □  (b) ⊠					
3	SEC USE ONLY					
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO					
5	CHE( 2(F)	CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(E) OR				
6	CITIZ Delaw	ZENSHIP OR PLACE OF ORGANIZATION  are				
	7	SOLE VOTING POWER 0				
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 82,676,723 (1)				
OWNED BY EACH REPORTING PERSON WITH	SOLE DISPOSITIVE POWER  0					
	10	SHARED DISPOSITIVE POWER 82,676,723 (1)				
11		REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,723 (1)				
12		CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE RUCTIONS)	X			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 20.7% (1)					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  HC					

(1) See Item 5

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1	NAMES OF REPORTING PERSONS					
1	Neuberger Berman Investment Advisers Holdings LLC					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □  (b) ⊠					
3	SEC USE ONLY					
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO					
5	CHEC 2(F)	CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(E) OR				
6	CITIZ Delaw	ZENSHIP OR PLACE OF ORGANIZATION  vare				
	7	SOLE VOTING POWER 0				
NUMBER OF SHARES BENEFICIALLY	8	SHARED VOTING POWER 82,676,723 (1)				
OWNED BY EACH REPORTING PERSON WITH	SOLE DISPOSITIVE POWER  0					
	10	SHARED DISPOSITIVE POWER 82,676,723 (1)				
11		REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,723 (1)				
12		CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE RUCTIONS)	X			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 20.7% (1)					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  HC					

(1) See Item 5

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1	NAMES OF REPORTING PERSONS						
1	Neuberger Berman Investment Advisers LLC						
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3	SEC USE ONLY						
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO						
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6	CITIZ Delaw	ZENSHIP OR PLACE OF ORGANIZATION  vare					
	7	SOLE VOTING POWER 0					
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 82,676,723 (1)					
OWNED BY EACH REPORTING PERSON WITH	SOLE DISPOSITIVE POWER  0						
	10	SHARED DISPOSITIVE POWER 82,676,723 (1)					
11		REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,723 (1)					
12		CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE RUCTIONS)	X				
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 20.7% (1)					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IA						

(1) See Item 5

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#### Item 1. Security and Issuer

Item 1 of the Schedule 13D is hereby amended and supplemented as follows:

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends and supplements the information set forth in the Schedule 13D filed by the Reporting Persons with the U.S. Securities and Exchange Commission (the "SEC") on August 1, 2022 (together with this Amendment No. 1, the "Schedule 13D"), relating to the Class A common stock, par value \$0.0001 per share (the "Securities") of Getty Images Holdings, Inc., a Delaware corporation (the "Issuer"), having its principal place of business at 605 5th Ave S., Suite 400, Seattle, WA 98104. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms previously reported in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D.

### Item 2. Identity and Background

Item 2(c) of the Schedule 13D is hereby amended to restate the information required by instruction C to Schedule 13D as follows:

(c) The information required by instruction C to Schedule 13D with respect to the directors and executive officers of the Reporting Persons is set forth below.

### Neuberger Berman Group LLC

#### **Directors**

Joseph Amato

Sharon Bowen

Robert D'Alelio

Michele Docharty

Steven Kandarian

George Walker

Richard Worley

### **Executive Officers**

George Walker, Chief Executive Officer

Joseph Amato, President

Andrew Komaroff, Executive Vice President and Chief Operating Officer

Heather Zuckerman, Executive Vice President, Chief of Staff and Secretary

William Arnold, Executive Vice President and Chief Financial Officer

Jacques Lilly, Executive Vice President and Head of Corporate Development

Michael Chinni, Treasurer

Leo Anthony Viola, Controller

## **Neuberger Berman Investment Advisers LLC**

## **Directors**

Joseph Amato

Kenneth deRegt

Vanessa Rosenthal

**Bradley Tank** 

Stephen Wright

## **Executive Officers**

Joseph Amato, President - Equities and Chief Investment Officer - Equities

Bradley Tank, President - Fixed Income and Chief Investment Officer - Fixed Income

Kenneth deRegt, Chief Operating Officer - Fixed Income and Managing Director

Patrick Deaton, Chief Operating Officer - NBAIM and Managing Director

Paul Lanks, Chief Operating Officer – PWM

Douglas Kramer, Head of Institutional Equity and Multi-Asset and Managing Director

Vanessa Rosenthal, Chief Operating Officer - Institutional Equity and Multi-Asset and Managing Director

Brian Kerrane, Head of Mutual Fund Administration and Managing Director

Brad Cetron, Chief Compliance Officer, Head of Compliance and Managing Director

Michael Chinni, Treasurer and Senior Vice President

Leo Anthony Viola, Controller and Managing Director

Savonne Ferguson, Chief Compliance Officer – Mutual Funds and Senior Vice President

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#### Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 82,676,723, representing approximately 20.7% of the Securities outstanding. This amount includes: (i) 64,601,923 Securities held directly by NBOKS Master Fund; (ii) 3,750,000 Securities obtainable upon exercise of 3,750,000 Warrants held directly by NBOKS Master Fund; and (iii) 14,324,800 Securities held directly by Sponsor.

The number of Securities reported herein as directly held by Sponsor represents NBOKS Master Fund's proportionate interest in the total Securities held directly by Sponsor, over which the Reporting Persons, through NBOKS Master Fund, share ownership with CC. Pursuant to Rule 13d-4 under the Act, each of the Reporting Persons disclaims beneficial ownership of the Securities held by Sponsor that are attributable to CC, and has excluded such Securities from its reported beneficial ownership in this statement. The filing of this statement on Schedule 13D shall not be construed as an admission that any Reporting Person or any affiliate of a Reporting Person is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of the Securities held directly by Sponsor that are attributable to CC.

The percentage of beneficial ownership reported herein is based on an aggregate 398,453,178 Securities outstanding, which is the sum of (i) 394,703,178 Securities outstanding as of September 1, 2022, as set forth in the prospectus on Form 424B4 filed by the Issuer on September 16, 2022, plus (ii) 3,750,000 Securities issuable upon exercise of 3,750,000 Warrants held directly by NBOKS Master Fund, which have been added to the total Securities outstanding pursuant to Rule 13d-3(d)(3) under the Act.

- (b) The Reporting Persons share with each other voting and dispositive power with respect to the 82,676,723 Securities reported as beneficially owned herein. The Reporting Persons further share with CC voting and dispositive power with respect to the Securities held directly by Sponsor. However, as noted above, pursuant to Rule 13d-4 under the Act, each of the Reporting Persons disclaims beneficial ownership of the Securities held by Sponsor that are attributable to CC, and has excluded such Securities from this statement.
- (c) On August 18, 2022, Sponsor made a distribution in kind to NBOKS Master Fund of the PIPE Shares and 9,280,000 Warrants held directly by Sponsor, which distribution solely resulted in a change in form of beneficial ownership for the Reporting Persons.

The 1,279,000 shares of Series B-1 common stock held directly by Sponsor that the Reporting Persons may be deemed to beneficially own automatically converted into 1,279,000 Securities on August 24, 2022, the first date on which the daily volume weighted average price of the Securities was greater than or equal to \$12.50 for a period of at least 20 days out of 30 consecutive days on which the Securities were traded on the New York Stock Exchange ("NYSE").

The 1,279,000 shares of Series B-2 common stock held directly by Sponsor that the Reporting Persons may be deemed to beneficially own automatically converted into 1,279,000 Securities on August 25, 2022, the first date on which the daily volume weighted average price of the Securities was greater than or equal to \$15.00 for a period of at least 20 days out of 30 consecutive days on which the Securities were traded on the NYSE.

On August 29, 2022, the Reporting Persons exercised 9,280,000 Warrants on a "cashless" basis, pursuant to the terms of the Warrant Agreement, dated as of August 4, 2020 (the "Warrant Agreement"), by and between CCNB2 and Continental Stock Transfer & Trust Company ("CST"), as assumed by the Issuer pursuant to that certain Warrant Assumption Agreement, dated as of July 22, 2022, by and among the Issuer, CCNB2, CST and American Stock Transfer & Trust Company, LLC ("AST"). As a result, the Issuer withheld 3,502,002 Securities to pay the \$11.50 exercise price and issued the remaining 5,777,998 Securities to NBOKS Master Fund. Pursuant to Section 3.3.1(c) of the Warrant Agreement, the price for purposes of the cashless exercise was calculated as the average last reported sale price of the Securities for the ten trading days ending on the third trading day prior to the date on which the Warrant exercise notice was sent to AST.

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In addition, NBOKS Master Fund sold Securities, in the open market through a broker pursuant to the Issuer's resale registration statement on Form S-1 effective September 15, 2022, as set forth in the table below.

Date	Quantity	Price*	Low	High
09/16/2022	628,485	\$8.8025	\$8.50	\$9.495
09/16/2022	307,934	\$9.7339	\$9.50	\$10.49
09/16/2022	108,038	\$10.7147	\$10.50	\$11.21
09/19/2022	131,618	\$8.5016	\$8.50	\$8.53

<sup>\*</sup> The price reported in this column is a weighted average price. These Securities were sold in multiple transactions within the \$1.00 price range identified in the corresponding Low and High columns, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of Securities sold at each separate price within the ranges set forth in the above table.

Other than as set forth herein, no transactions in the Issuer's securities have been effected by the Reporting Persons during the past 60 days.

- (d) NBOKS Master Fund has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Securities reported herein that are managed on its behalf by NBIA.
- (e) Not applicable.

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#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Neuberger Berman Group LLC

September 20, 2022 By: /s/ Brad Cetron

Deputy General Counsel

**Neuberger Berman Investment Advisers LLC** 

September 20, 2022 By: /s/ Brad Cetron

Deputy General Counsel

Neuberger Berman Investment Advisers Holdings LLC

September 20, 2022 By: /s/ Brad Cetron

Deputy General Counsel

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

### **Footnotes:**

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)