

**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): September 19, 2022**

**GETTY IMAGES HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-41453**  
(Commission  
File Number)

**87-3764229**  
(IRS Employer  
Identification No.)

**605 5th Ave S. Suite 400**  
**Seattle, WA**  
(Address of Principal Executive Offices)

**98104**  
(Zip Code)

Registrant's telephone number, including area code: **(206) 925-5000**

**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 (see General Instruction A.2. below):

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Class A Common Stock</b>	<b>GETY</b>	<b>New York Stock Exchange</b>
<b>Warrants</b>	<b>GETY WS</b>	<b>New York Stock Exchange</b>

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 8.01. Other Events.**

On September 19, 2022, Getty Images Holdings, Inc. (the “Company”) issued a press release announcing the redemption of all of the Company’s outstanding warrants to purchase shares of the Company’s Class A common stock that were issued under the Warrant Agreement, dated as of August 4, 2020, between CC Neuberger Principal Holdings II (“CCNB”) and Continental Stock Transfer & Trust Company (“CST”) as warrant agent (the “Warrant Agreement”), as amended by the Warrant Assumption Agreement, dated as of July 22, 2022, by and among CCNB, the Company, CST (as predecessor warrant agent) and American Stock Transfer & Trust Company, LLC (as successor warrant agent) for a redemption price of \$0.01 per warrant, that remain outstanding at 5:00 p.m. New York City time on October 19, 2022. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Following the redemption date, the Warrants are expected to be delisted from the New York Stock Exchange.

A copy of the Notice of Redemption delivered by the Company is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

None of this Current Report on Form 8-K, the press release attached hereto as Exhibit 99.1 or the Notice of Redemption attached hereto as Exhibit 99.2 shall constitute an offer to sell or the solicitation of an offer to buy any of the Company’s securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated September 19, 2022.</a>
<a href="#">99.2</a>	<a href="#">Notice of Redemption, dated September 19, 2022.</a>
101	Cover Page Interactive Data File (formatted as Inline XBRL)

**SIGNATURES**

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.

Dated: September 19, 2022

**GETTY IMAGES HOLDINGS, INC.**

By: /s/ Kjelti Kellough

Name: Kjelti Kellough

Title: Senior Vice President, General Counsel, and Corporate Secretary

**Getty Images Announces Redemption of Outstanding Warrants**

September 19, 2022 – NEW YORK — Getty Images Holdings, Inc. (NYSE: GETY) (“*Getty Images*” or the “*Company*”), a preeminent global visual content creator and marketplace, today announced that the Company will redeem all of the outstanding warrants (the “*Warrants*”) to purchase shares of the Company’s Class A common stock, par value \$0.0001 per share (the “*Class A Common Stock*”), pursuant to the terms of the Warrant Agreement (as defined below), for a redemption price of \$0.01 per Warrant (the “*Redemption Price*”), that remain outstanding at 5:00 p.m. New York City time on October 19, 2022 (the “*Redemption Date*”).

The Warrants were issued under the Warrant Agreement, dated as of August 4, 2020, between CC Neuberger Principal Holdings II (“*CCNB*”) and Continental Stock Transfer & Trust Company (“*CST*”) as warrant agent, as amended by the Warrant Assumption Agreement, dated as of July 22, 2022, by and among CCNB, the Company, CST (as predecessor warrant agent) and American Stock Transfer & Trust Company, LLC (as successor warrant agent) (collectively, the “*Warrant Agreement*”). Pursuant to the terms of the Warrant Agreement, Getty Images is entitled to redeem all of the outstanding Warrants for the Redemption Price if the last sales price of the Class A Common Stock is at least \$18.00 per share on each of twenty (20) trading days within the thirty (30) trading-day period ending on the third business day prior to the date on which a notice of redemption is given. This share price performance target has been met. At the direction of the Company, the warrant agent is delivering a notice of redemption to each of the registered holders of the outstanding Warrants.

In accordance with the Warrant Agreement, upon delivery of the notice of redemption for cash, the Warrants may continue to be exercised by the holders thereof in exchange for payment in cash of the \$11.50 per warrant exercise price until 5:00 p.m. New York City time on the Redemption Date. The exercise procedures are described in further detail in the notice of redemption and the election to purchase included therein.

Any Warrants that remain unexercised immediately after the Redemption Date will be void and no longer exercisable, and the holders of those Warrants will be entitled to receive the Redemption Price. Holders of Warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their Warrants since the process to exercise is voluntary. Following the Redemption Date, the Warrants are expected to be delisted from the New York Stock Exchange.

None of Getty Images, its board of directors, officers or employees has made or is making any representation or recommendation to any holder of the Warrants as to whether to exercise or refrain from exercising any Warrants.

The Company has filed a registration statement on Form S-1 (Registration No. 333-266686) (the “*Registration Statement*”) with the Securities and Exchange Commission (“*SEC*”) relating to the offer and sale of the shares of Class A Common Stock underlying the Warrants under the Securities Act of 1933, as amended, which Registration Statement was previously declared effective by the Securities and Exchange Commission.

Questions concerning redemption and exercise of the Warrants can be directed to:

American Stock Transfer & Trust Company, LLC

6201 15th Avenue  
Brooklyn, N.Y. 11219  
Attention: Corporate Actions Group  
Telephone: 877-248-6417

**No Offer or Solicitation**

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

**About Getty Images**

Getty Images is a preeminent global visual content creator and marketplace that offers a full range of content solutions to meet the needs of any customer around the globe, no matter their size. Through its Getty Images, iStock and Unsplash brands, websites and APIs, Getty Images serves over 1 million customers in almost every country in the world and is the first-place people turn to discover, purchase and share powerful visual content from the world's best photographers and videographers. Getty Images works with over 496,000 contributors and approximately 300 content partners to deliver this powerful and comprehensive content. Each year Getty Images covers more than 160,000 news, sport and entertainment events providing depth and breadth of coverage that is unmatched. Getty Images maintains one of the largest and best privately-owned photographic archives in the world with millions of images dating back to the beginning of photography.

**Forward Looking Statements**

Certain statements included in this press release that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of the words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "project," "forecast," "predict," "potential," "seem," "seek," "future," "outlook," "opportunity," "upside," "target", or similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Any such forward-looking statements are made pursuant to the safe harbor provisions available under applicable securities laws and speak only as of the date of this press release. These forward-looking statements include, but are not limited to, statements regarding the redemption of the Warrants. These statements are based on various assumptions and on the current expectations of the Company's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of the Company. The Company undertakes no duty to update any forward-looking statements made in this press release.

**Investor Contact:**

Solebury Trout for Getty Images  
[Investorrelations@gettyimages.com](mailto:Investorrelations@gettyimages.com)

**Media Contacts:**

**Getty Images**  
Anne Flanagan  
[Anne.flanagan@gettyimages.com](mailto:Anne.flanagan@gettyimages.com)

September 19, 2022

**NOTICE OF REDEMPTION OF OUTSTANDING WARRANTS (CUSIP 374275 113)**

Dear Warrant Holder,

Getty Images Holdings, Inc. (the “*Company*”) hereby gives notice that it is redeeming, at 5:00 p.m. New York City time on October 19, 2022 (the “*Redemption Date*”), all of the Company’s outstanding warrants (the “*Warrants*”) to purchase shares of the Company’s Class A common stock, \$0.0001 par value per share (the “*Class A Common Stock*”) for a redemption price of \$0.01 per Warrant (the “*Redemption Price*”), that were issued under the Warrant Agreement, dated as of August 4, 2020, between CC Neuberger Principal Holdings II (“*CCNB*”) and Continental Stock Transfer & Trust Company (“*CST*”) as warrant agent, as amended by the Warrant Assumption Agreement, dated as of July 22, 2022, by and among CCNB, the Company, CST (as predecessor warrant agent) and American Stock Transfer & Trust Company, LLC (as successor warrant agent) (the “*Warrant Agent*”) (collectively, the “*Warrant Agreement*”). Each Warrant entitles the holder thereof to purchase one share of Class A Common Stock for a purchase price of \$11.50 per share, subject to adjustment. Any Warrants that remain unexercised at 5:00 p.m. New York City time on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Warrants in “street name.”

The Warrants are listed on the New York Stock Exchange under the symbol “*GETY WS*” and the Class A Common Stock is listed on the New York Stock Exchange under the symbol “*GETY*.” On September 16, 2022, the last reported sale price of the Warrants was \$0.39 and the last reported sale price of the Class A Common Stock was \$8.49. We expect that the New York Stock Exchange will suspend trading in the Warrants prior to the opening of trading on the Redemption Date, and that the last day of trading will be the immediately preceding trading day, which is expected to be Tuesday, October 18, 2022.

**TERMS OF REDEMPTION; CESSATION OF RIGHTS**

**The rights of the Warrant holders to exercise their Warrants will terminate immediately prior to 5:00 p.m. New York City time on the Redemption Date.** At 5:00 p.m. New York City time on the Redemption Date and thereafter, holders of unexercised Warrants will have no rights with respect to those warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Warrants in “street name.” We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Warrants. **Note that the act of exercising is VOLUNTARY, meaning holders must instruct their broker to submit the Warrants for exercise.**

The Company is exercising this right to redeem the Warrants pursuant to Section 6 of the Warrant Agreement. Pursuant to Section 6.1 of the Warrant Agreement, the Company has the right to redeem all of the outstanding Warrants if the last sales price of the Class A Common Stock equals or exceeds \$18.00 per share on each of twenty (20) trading days within the thirty (30) trading-day period ending on the third Business Day (as defined in the Warrant Agreement) prior to the date on which a notice of redemption is given. The last sales price of the Class A Common Stock has been at least \$18.00 per share on each of 20 trading days within the 30-day trading period ending on September 15, 2022 (which is the third Business Day prior to the date of this redemption notice).

## EXERCISE PROCEDURE

**Warrant holders have until 5:00 p.m. New York City time on the Redemption Date to exercise their Warrants to purchase Class A Common Stock. Warrants may only be exercised for cash.** Each Warrant entitles the holder thereof to purchase one share of Class A Common Stock at a cash price of \$11.50 per Warrant exercised (the “*Exercise Price*”).

Payment of the exercise funds may be made by wire transfer of immediately available funds. Wire instructions will be provided to the Depository Trust Company and will otherwise be provided upon request.

**Those who hold their Warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their Warrants since the process to exercise is VOLUNTARY.**

Persons who are holders of record of their Warrants may exercise their Warrants by sending:

1. The Warrant Certificate;
2. A fully and properly completed “Election to Purchase” (a form of which is attached hereto as Annex A), duly executed and indicating, among of things, the number of Warrants being exercised; and
3. The exercise funds via wire transfer,

to:

American Stock Transfer & Trust Company, LLC

6201 15th Avenue

Brooklyn, N.Y. 11219

Attention: Corporate Actions Group

Telephone: 877-248-6417

The method of delivery of the Warrants is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

**The Warrant Certificate, the fully and properly completed Election to Purchase and the exercise funds must be received by American Stock Transfer & Trust Company, LLC prior to 5:00 p.m. New York City time on the Redemption Date.** Subject to the following paragraph, any failure to deliver a fully and properly completed Election to Purchase together with the related Warrant Certificate and exercise funds before such time will result in such holder’s Warrants being redeemed at the Redemption Price of \$0.01 per Warrant and not exercised.

For holders of Warrants who hold their Warrants in “street name,” provided that the Exercise Price for the Warrants being exercised and a Notice of Guaranteed Delivery and the exercise funds are received by the Warrant Agent prior to 5:00 p.m. New York City time on the Redemption Date, broker-dealers shall have two business days from the Redemption Date, or 5:00 p.m. New York City time on October 21, 2022, to deliver the Warrants to the Warrant Agent. Any such Warrant received without an Election to Purchase and a Notice of Guaranteed Delivery having been duly executed and fully and properly completed or the exercise funds being submitted will be deemed to have been delivered for redemption at the Redemption Price of \$0.01 per Warrant, and not for exercise.



## PROSPECTUS

A prospectus covering the Class A Common Stock issuable upon the exercise of the Warrants (and the supplements thereto) is included in a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-266686) (the “SEC”). The SEC also maintains an Internet website that contains a copy of this prospectus. The address of this site is [www.sec.gov](http://www.sec.gov). Alternatively, to obtain a copy of the prospectus (and the supplements thereto), please visit our investor relations website at <https://investors.gettyimages.com>.

### REDEMPTION PROCEDURE

Payment of the Redemption Price will be made by the Company upon presentation and surrender of a Warrant for payment after 5:00 p.m. New York City time on the Redemption Date. Those who hold their shares in “street name” should contact their broker to determine their broker’s procedure for redeeming their Warrants.

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Any questions you may have about redemption and exercising your Warrants may be directed to the Warrant Agent at its address and telephone number set forth above.

Sincerely,

**GETTY IMAGES HOLDINGS, INC.**

/s/ Kjelti Kellough

Name: Kjelti Kellough

Title: Senior Vice President, General

Counsel, and Corporate Secretary

**ANNEX A**

**GETTY IMAGES HOLDINGS, INC.**

Election to Purchase  
(To Be Executed Upon Exercise of Warrant)

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to receive \_\_\_\_\_ shares of Class A Common Stock and herewith tenders payment for such shares of Class A Common Stock, \$0.0001 par value per share (the "***Class A Common Stock***") to the order of Getty Images Holdings, Inc. (the "***Company***") in the amount of \$\_\_\_\_\_ in accordance with the terms hereof. The undersigned requests that a certificate for such shares of Class A Common Stock be registered in the name of \_\_\_\_\_, whose address is \_\_\_\_\_ and that such shares of Class A Common Stock be delivered to \_\_\_\_\_ whose address is \_\_\_\_\_.

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_

\_\_\_\_\_  
(Tax Identification Number)

Signature Guaranteed:  
  
\_\_\_\_\_

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO SEC RULE 17Ad-15 (OR ANY SUCCESSOR RULE)) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.