

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Vaughan Elizabeth Anne</u>  (Last) (First) (Middle) C/O GETTY IMAGES HOLDINGS, INC. 605 5TH AVENUE SOUTH, SUITE 400  (Street) SEATTLE WA 98104  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Getty Images Holdings, Inc. [ GETY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief People Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/22/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Class A common stock	07/22/2022		A <sup>(1)(5)</sup>		6,108	A	\$0.00	6,108	D	
Class A common stock	08/24/2022		M <sup>(2)(3)(5)</sup>		582	A	(2)(3)	6,690	D	
Class A common stock	08/25/2022		M <sup>(2)(4)(5)</sup>		1,164	A	(2)(4)	7,854	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$3.13	07/22/2022		A <sup>(1)</sup>		61,740		(6)	02/26/2027	Class A common stock	\$0.00	61,740	D	
Stock Option (Right to Buy)	\$3.13	07/22/2022		A <sup>(1)</sup>		23,529		(6)	03/01/2027	Class A common stock	\$0.00	23,529	D	
Stock Option (Right to Buy)	\$2.74	07/22/2022		A <sup>(1)</sup>		639,523		(7)	04/10/2029	Class A common stock	\$0.00	639,523	D	
Earnout Shares	(2)	07/22/2022		A <sup>(1)</sup>		1,746		(2)	(2)	Class A common stock	\$0.00	1,746	D	
Earnout Shares	(2)	08/24/2022		M <sup>(2)(3)</sup>		582		(2)(3)	(2)(3)	Class A common stock	(2)(3)	1,164	D	
Earnout Shares	(2)	08/25/2022		M <sup>(2)(4)</sup>		1,164		(2)(4)	(2)(4)	Class A common stock	(2)(4)	0	D	

**Explanation of Responses:**

- This transaction occurred in connection with the Business Combination Agreement (as defined in note 2) and prior to the effectiveness of the Issuer's registration under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is being reported on this Form 4 solely for purposes of compliance with Rule 16a-2(a) under the Exchange Act. The securities covered by such transaction were previously included on the Reporting Person's Form 3.
- Pursuant to the Business Combination Agreement, dated as of December 9, 2021, among the Issuer and certain other parties (the "Business Combination Agreement"), the Reporting Person had the contingent right (an "earnout") to receive a pro rata amount of shares of Class A common stock of the Issuer (the "Class A common stock"), if at any time during the 10 year period following July 22, 2022, the volume weighted average price of the Class A common stock was greater than or equal to, for any 20 trading days within any 30 consecutive trading day period: \$12.50 for the first earnout (the "First Price Triggering Event"); \$15.00 for the second earnout (the "Second Price Triggering Event"); and \$17.50 for the third earnout (the "Third Price Triggering Event").
- The First Price Triggering Event occurred on August 24, 2022, upon which the Reporting Person became entitled to receive 582 shares of Class A common stock in accordance with the Business Combination Agreement.
- The Second Price Triggering Event and the Third Price Triggering Event occurred on August 25, 2022, upon which the Reporting Person became entitled to receive an aggregate 1,164 shares of Class A common stock in accordance with the Business Combination Agreement.
- Pursuant to the Issuer's Bylaws, the Reporting Person is subject to a transfer lock up period until January 19, 2023 (subject to customary exceptions) in respect of the shares of Class A common stock received in accordance with the Business Combination Agreement, including for the avoidance of doubt, the shares of Class A common stock entitled to be received as described in notes 3 and 4 above.
- Stock options are fully vested and exercisable.
- Stock options originally granted on April 10, 2019, 25% of which vested on the one-year anniversary of the date of grant, and remaining 75% of which vests quarterly in twelve substantially equal installments commencing on the quarterly anniversaries of the date of grant, subject to earlier forfeiture or acceleration.

/s/ Kjelti Kellough, as attorney 08/26/2022  
in fact for Elizabeth Vaughan

\*\* Signature of Reporting Person Date

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

\* 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.

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