

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 7, 2026

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 98104
(Address of principal executive offices, including 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:

- ☐ 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
Class A Common Stock	GETY	New York Stock Exchange

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. ☐

EXPLANATORY NOTE

This Form 8-K/A (this “Amendment”) amends and restates in its entirety the Current Report on Form 8-K of Getty Images Holdings, Inc. (“Getty Images”) filed on July 7, 2026 (the “Original Report”). This Amendment is being filed in order to disclose the subject of the Original Report under Item 1.02 (Termination of a Material Definitive Agreement) instead of Item 8.01 (Other Events) as previously reported.

Item 1.02. Termination of a Material Definitive Agreement.

As previously announced, on January 6, 2025, Getty Images entered into an Agreement and Plan of Merger (the “Merger Agreement”), by and among Getty Images, Shutterstock, Inc. (“Shutterstock”) and certain merger subsidiaries thereof.

As also previously announced, on June 30, 2026, the Board of Directors of Getty Images unanimously resolved (a) not to proceed with the process to sell Shutterstock’s editorial business under the supervision of the U.K. Competition and Markets Authority (the “CMA”), which was a condition to the CMA’s required clearance of the transactions that Getty Images was not required to accept under the terms of the Merger Agreement and (b) to terminate the Merger Agreement following the passage of the Second Extended End Date (as defined in the Merger Agreement) on July 6, 2026, assuming no material change in the aforementioned circumstances.

On July 7, 2026, Getty Images delivered a written notice to Shutterstock terminating the Merger Agreement pursuant to the terms thereof, effective upon delivery of such notice.

Following termination of the Merger Agreement, Getty Images, Inc.’s outstanding 10.500% senior secured notes due 2030 (the “Senior Secured Notes”) will be redeemed pursuant to the terms of the indenture governing the Senior Secured Notes.

Cautionary Note Regarding Forward-Looking Statements

The statements in this document, and any related oral statements, include forward-looking statements concerning Getty Images, Shutterstock, the terminated transaction described herein and other matters. All statements, other than historical facts, are forward-looking statements. Forward-looking statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, financings or otherwise, based on current beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. Forward-looking statements speak only as of the date they are made or as of the dates indicated in the statements and should not be relied upon as predictions of future events, as there can be no assurance that the events or circumstances reflected in these statements will be achieved or will occur or the timing thereof. Forward-looking statements can often, but not always, be identified by the use of forward-looking terminology including “believes,” “expects,” “may,” “will,” “should,” “could,” “might,” “seeks,” “intends,” “plans,” “pro forma,” “estimates,” “anticipates,” “designed,” or the negative of these words and phrases, other variations of these words and phrases or comparable terminology, but not all forward-looking statements include such identifying words. Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary. The forward-looking statements in this document relate to, among other things, the redemption of the Senior Secured Notes. For a discussion of factors that could cause actual results to differ materially from those contemplated by forward-looking statements, see the section captioned “Risk Factors” in Getty Images’ Annual Report on Form 10-K for the fiscal year ended December 31, 2025 and other of its filings with the United States Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward looking statements. While the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward looking statements. Getty Images does not assume, and hereby disclaims, any obligation to update forward-looking statements, except as may be required by law.

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 thereunto duly authorized.

GETTY IMAGES HOLDINGS, INC.

Date: July 7, 2026

By: /s/ Kjelti Kellough

Name: Kjelti Kellough

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