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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GE HealthCare Technologies Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

88-2515116
(I.R.S. Employer
Identification No.)

500 W. Monroe Street
Chicago, IL
(Address of principal executive offices)

60661
(Zip code)

GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan
(Full title of the Plan)

Frank R. Jimenez, Esq.
500 W. Monroe Street
Chicago, IL 60661
617-443-3400
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Christodoulos Kaoutzanis, Esq.
John C. Kennedy, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019
(212) 373-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

GE HealthCare Technologies Inc. (the “Company”) filed a Registration Statement on Form S-8 (the “Prior Registration Statement”) with the Securities and Exchange Commission (the “SEC”) on December 29, 2022, File No. 333-269047, which is hereby incorporated by reference. In the Prior Registration Statement, the Company registered 204,647 shares of common stock of the Company that may be issued under the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan, 6,307,840 shares of common stock of the Company that may be issued under the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan and 136 shares of common stock of the Company that may be issued under the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan (the “GEHC Mirror LTIPs”), respectively, in each case, with respect to stock options or restricted stock unit awards (including any performance stock unit awards) denominated in shares of common stock of the Company received in conversion of outstanding stock options and restricted stock unit awards (including any performance stock unit awards) of General Electric Company that were held immediately prior to the Spin-Off (as defined below) by employees of the Company or its subsidiaries. The conversion ratio applicable with respect to such awards was not fully determinable until shortly following the Spin-Off, and following application of the actual conversion ratio, it was determined that the number of shares of common stock of the Company subject to such awards under each of the GEHC Mirror LTIPs exceeded the number of shares previously registered on the Prior Registration Statement with respect to each of the GEHC Mirror LTIPs. As a result, this Registration Statement is being filed to register such excess number of shares of common stock of the Company.

The “Spin-Off” refers to the transaction in which General Electric Company distributed to its stockholders approximately 80.1% of the shares of common stock of the Company on January 3, 2023.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth in this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission by the Company are incorporated by reference in this Registration Statement:

1. The Company's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the SEC on February 15, 2023.
2. The Company's Current Reports on Form 8-K filed on [January 4, 2023](#) and [February 3, 2023](#), and Item 8.01 of the Company's Form 8-K filed on [January 10, 2023](#).
3. The description of the Company's common stock included in [Exhibit 4.4](#) of the Company's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the SEC on February 15, 2023.

All documents filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "[Exchange Act](#)"), subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items) and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained or incorporated by reference herein or in any subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit No.	Exhibit Document
5.1	<u>Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP.</u>
23.1	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm.</u>
23.2	<u>Consent of KPMG LLP, independent registered public accounting firm.</u>
23.3	<u>Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1 to this Registration Statement).</u>
24.1	<u>Power of Attorney (included on signature pages of this Registration Statement).</u>
107	<u>Filing Fee Table.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, GE HealthCare Technologies Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Chicago, state of Illinois, on February 15, 2023.

GE HEALTHCARE TECHNOLOGIES INC.

By: /s/ Peter J. Arduini
Name: Peter J. Arduini
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Frank R. Jimenez and Jenny L. Lauth, acting singly, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact or any of their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed on February 15, 2023, by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Peter J. Arduini</u> Peter J. Arduini	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Helmut Zodl</u> Helmut Zodl	Chief Financial Officer (Principal Financial Officer)
<u>/s/ George A. Newcomb</u> George A. Newcomb	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ H. Lawrence Culp, Jr.</u> H. Lawrence Culp, Jr.	Chairman of the Board of Directors
<u>/s/ Rodney F. Hochman</u> Rodney F. Hochman	Director
<u>/s/ Lloyd W. Howell</u> Lloyd W. Howell	Director
<u>/s/ Risa Lavizzo-Mourey</u> Risa Lavizzo-Mourey	Director
<u>/s/ Catherine Lesjak</u> Catherine Lesjak	Director
<u>/s/ Anne T. Madden</u> Anne T. Madden	Director
<u>/s/ Tomislav Mihaljevic</u> Tomislav Mihaljevic	Director
<u>/s/ William J. Stromberg</u> William J. Stromberg	Director
<u>/s/ Phoebe L. Yang</u> Phoebe L. Yang	Director

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064

212-373-3000
212-757-3990

February 15, 2023

GE HealthCare Technologies Inc.
500 W. Monroe Street
Chicago, IL 60661

GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan
GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to GE HealthCare Technologies Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) of the Company, filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the “Act”), and the rules and regulations thereunder (the “Rules”). You have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of up to 1,122,405 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share, issuable in respect of awards granted under the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan, the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan and the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan (collectively, the “Plans”).

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. the Registration Statement; and
2. the Plans and the forms of award agreements (collectively, the “Agreements”) relating to awards to be granted under the Plans.

In addition, we have examined (i) corporate records of the Company that we have considered appropriate, including resolutions of the board of directors of the Company, the certificate of incorporation and the bylaws of the Company, certified by the Company as in effect on the date of this letter and (ii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinion expressed below. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents and upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated assumptions, exceptions and qualifications, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and delivered in accordance with the terms of each applicable Plan and any applicable Agreement under such Plans, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ Paul, Weiss, Rifkind, Wharton & Garrison LLP

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 15, 2023, relating to the financial statements of GE HealthCare Technologies Inc., appearing in the Annual Report on Form 10-K of GE HealthCare Technologies Inc. for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois
February 15, 2023

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated July 29, 2022, with respect to the combined financial statements of GE HealthCare Technologies Inc. (a carve-out business of General Electric Company), incorporated herein by reference.

/s/ KPMG LLP

Chicago, Illinois
February 15, 2023

Calculation of Filing Fee Table

S-8
(Form Type)

GE HealthCare Technologies Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	457(c) and 457(h)	38,959 ⁽³⁾	\$68.87	\$2,683,106.33	0.0001102	\$295.68
Equity	Common stock, par value \$0.01 per share	457(c) and 457(h)	1,083,421 ⁽⁴⁾	\$68.87	\$74,615,204.27	0.0001102	\$8,222.60
Equity	Common stock, par value \$0.01 per share	457(c) and 457(h)	25 ⁽⁵⁾	\$68.87	\$1,721.75	0.0001102	\$0.19
Total Offering Amounts					\$77,300,032.35		\$8,518.47
Total Fee Offsets							
Net Fee Due							\$8,518.47

- (1) Pursuant to Rule 416 under the Securities Act, this Registration Statement covers (i) such additional number of shares of common stock, par value \$0.01 per share, of the Company ("Common Stock") issuable upon stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events or (ii) such reduced number of shares of Common Stock in respect of any reverse stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events, in each case with respect to the shares of Common Stock being registered pursuant to this Registration Statement.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average of the high (\$69.54) and low (\$68.19) sales prices per share of Common Stock as reported on the NASDAQ Global Select Market on February 10, 2023.
- (3) Consists of 38,959 shares of Common Stock that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan upon exercise or settlement of certain stock options and restricted stock unit awards (including any performance stock unit awards) that may become issuable pursuant to the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan.
- (4) Consists of 1,083,421 shares of Common Stock that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan upon exercise or settlement of certain stock options and restricted stock unit awards (including any performance stock unit awards) that may become issuable pursuant to the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan.
- (5) Consists of 25 shares of Common Stock that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan upon exercise or settlement of certain stock options and restricted stock unit awards (including any performance stock unit awards) that may become issuable pursuant to the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan.