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

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**POST-EFFECTIVE AMENDMENT  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**GE HealthCare Technologies Inc.**

(Exact name of registrant as specified in its charter)

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

**3844**  
(Primary Standard Industrial  
Classification Code Number)

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

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**500 W. Monroe Street  
Chicago, IL  
60661  
833-735-1139**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Frank R. Jimenez, Esq.  
500 W. Monroe Street  
Chicago, IL  
60661  
833-735-1139**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*With a copy to:*

**Andrew L. Fabens  
Gibson, Dunn & Crutcher LLP  
200 Park Avenue  
New York, New York 10166  
(212) 351-4000**

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**Approximate date of commencement of proposed sale to the public:**

**As soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Non-accelerated filer

Accelerated filer

Smaller reporting company

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

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statement on Form S-1 (File No. 333-268797), (the “Registration Statement”), of GE HealthCare Technologies Inc., a Delaware corporation (the “Company”), is being filed pursuant to the undertakings in the Registration Statement to update and supplement the information contained in the Registration Statement, which was previously declared effective by the Securities and Exchange Commission (the “SEC”), on January 3, 2023 (the “Original Filing”). The Registration Statement covered (i) 30,328 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 2022 Long-Term Incentive Plan upon settlement of certain 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, (ii) 1,876,112 shares of Common Stock that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 2007 Long-Term Incentive Plan upon settlement of certain 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 and (iii) 544 shares of Common Stock that may be acquired by participants in the GE HealthCare Technologies Inc. Mirror 1990 Long-Term Incentive Plan upon settlement of certain 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. No additional securities are being registered under this Amendment. All applicable registration fees were paid at the time of the Original Filing.

This Amendment is being filed to (i) update the contents of the prospectus contained in the Registration Statement pursuant to Section 10(a)(3) of the Securities Act in respect of the continuous offering pursuant to Rule 415 of the shares of common stock described above, (ii) incorporate certain information from the Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023 and June 30, 2023 that were filed with the SEC on April 25, 2023 and July 25, 2023, respectively, (iii) incorporate certain information from the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 that was filed with the SEC on February 15, 2023 and (iv) incorporate certain information from the Company’s Definitive Proxy Statement on Schedule 14A that was filed with the SEC on April 5, 2023.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY AND SUBJECT TO COMPLETION, DATED JULY 25, 2023



## GE HealthCare Technologies Inc.

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GE HealthCare Technologies Inc. (“GE HealthCare,” “we,” “us,” “our” or the “Company”), is offering shares of common stock of the Company that may be issued 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 (the “GE HealthCare Mirror LTIPs”) with respect to restricted stock unit awards (including any performance stock unit awards) denominated in shares of common stock of the Company received in conversion of a portion of outstanding restricted stock unit awards (including any performance stock unit awards) of General Electric Company (“GE”) that were held immediately prior to the Spin-Off by a corporate employee or former employee of GE or one of its subsidiaries who, in either case, is not subject to China State Administration of Foreign Exchange requirements or a resident of Vietnam. Each such award will be subject to the terms of the applicable GE HealthCare Mirror LTIP. GE HealthCare will not receive any proceeds from the issuance of shares of common stock of the Company in connection with any such awards.

Our common stock is listed on The Nasdaq Stock Market LLC (“Nasdaq”) under the symbol “GEHC.” On July 24, 2023, the closing price of our common stock as reported on Nasdaq was \$80.63 per share.

**In reviewing this prospectus, you should carefully consider the matters described under the caption “[Risk Factors](#)” on page 4 and any risk factors described in any accompanying prospectus supplement, as well as the risk factors and other information contained in our Annual Report on Form 10-K for the year ended December 31, 2022 and our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2023 and June 30, 2023, which are incorporated by reference into this prospectus.**

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Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

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Prospectus dated \_\_\_\_\_, 2023.

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### TRADEMARKS AND COPYRIGHTS

“GE HealthCare” and the GE Monogram Logo are trademarks of GE. Certain logos, trademarks, service marks, trade names, and copyrights referred to or incorporated by reference in this prospectus belong to us or are licensed for our use. Solely for convenience, we refer to our intellectual property assets in this prospectus without the <sup>™</sup>, <sup>®</sup>, and <sup>©</sup> symbols, but such references are not intended to indicate that we will not assert, to the fullest extent under applicable law, our rights to our intellectual property assets. Other logos, trademarks, service marks, trade names, and copyrights which may be referred to or incorporated by reference in this prospectus are the property of their respective owners, and our use or display of same should not be construed to imply a relationship with, or endorsement or sponsorship of us by, such other parties. In particular, Edison is a trademark licensed to us from the Charles Edison Fund.

### INDUSTRY INFORMATION

This prospectus contains or incorporates by reference various historical and projected information concerning our industry, the markets in which we participate, and our positions in these markets. Some of this information is from industry publications and other third-party sources, and other information is from our own analysis of data received from these third-party sources, our own internal data, and market research that our management team commissions for our own evaluations and planning. All of this information involves a variety of assumptions, limitations and methodologies and is inherently subject to uncertainties, and therefore you are cautioned not to give undue weight to these estimates.

## **BASIS OF PRESENTATION**

The rules of the U.S. Securities and Exchange Commission (the “SEC”) allow us to incorporate information by reference into this prospectus. This information incorporated by reference is considered to be part of this prospectus. See “Incorporation by Reference.” You should read both this prospectus and any applicable prospectus supplement together with the additional information described under the heading “Where You Can Find More Information.”

We are responsible for the information incorporated by reference or contained in this prospectus, any applicable prospectus supplement or in any free writing prospectus prepared by or on behalf of us that we have referred to you. We have not authorized anyone to provide you with additional information or information different from that contained in this prospectus or in any free writing prospectus filed with the SEC and we take no responsibility for any other information that others may give you. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of shares of our common stock. Our business, operating results or financial condition may have changed since such date.

Unless the context otherwise requires, references in this prospectus to the “Company,” “GE HealthCare,” “we,” “us” and “our” refer to GE HealthCare Technologies Inc. and its direct and indirect subsidiaries.

## PROSPECTUS SUMMARY

*This summary contains basic information about us and this offering. Because it is a summary, it does not contain all of the information that you should consider before investing. Before you decide to invest in our common stock, you should carefully read the entire prospectus and the documents incorporated by reference herein, including the sections titled “Risk Factors” in this prospectus and any documents incorporated by reference herein. Some of the statements in the following summary constitute forward-looking statements. See “Cautionary Statement Concerning Forward-Looking Statements.”*

### Introduction

GE HealthCare is a leading global medical technology, pharmaceutical diagnostics, and digital solutions innovator. We have approximately 50,000 employees dedicated to our mission to create a world where healthcare has no limits. We operate at the center of the healthcare ecosystem, enabling precision care by increasing health system capacity, enhancing productivity, digitizing healthcare delivery, and improving clinical outcomes while serving patients’ demand for greater efficiency, access, and personalized medicine. Our products, services, and solutions enable clinicians to make more informed decisions quickly and efficiently, improving patient care from diagnosis to therapy to monitoring. We have more than 125 years of experience and one of the strongest reputations in the global healthcare industry, built from our demonstrated record of delivering industry-defining innovation. This is complemented by our broad service capabilities and dedication to quality and integrity with a strong operational culture, deeply embedded in lean continuous improvement.

We generate revenue from the sale of medical devices, single-use and consumable products, service capabilities, and digital solutions. Precision care is expected to drive continued demand and opportunity for novel technologies and future innovation, as healthcare providers and researchers seek new solutions and tools for managing existing and new care pathways. The pursuit of precision care opportunities significantly expands our served industries to include integrated diagnostics, artificial intelligence and machine learning-based clinical decision support, highly personalized therapies enabled by more precise diagnostics, and remote patient monitoring. The scale and breadth of our portfolio, combined with our innovation capabilities, position us to be a leading enabler of precision care.

GE HealthCare has extensive reach throughout the global healthcare system for medical technology, pharmaceutical diagnostics, and digital solutions, underpinned by resilient, sustainable practices and products, and a commitment to growing access to care. We serve customers in more than 160 countries with a global team of 10,000 sales professionals, 8,300 field service engineers, and a network of 43 manufacturing sites across 17 countries.

Our customers are healthcare providers and researchers, including public, private, and academic institutions that comprise an estimated \$87 billion global industry growing at a mid-single digit compound annual growth rate. We are organized into four business segments that are aligned with the industries we serve: Imaging, Ultrasound, Patient Care Solutions, and Pharmaceutical Diagnostics. Our portfolio of solutions addresses the biggest challenges facing healthcare providers and patients today, including helping to drive better patient outcomes and improved productivity for customers. These qualities foster strong trust, loyalty, and partnership with our global customer base.

GE HealthCare completed its spin-off from GE on January 3, 2023. On January 4, 2023, our common stock began regular-way trading on Nasdaq under the ticker symbol “GEHC.” See “The Spin-Off” and “Relationship with GE” below. Our corporate headquarters are in Chicago, Illinois.

### The Spin-Off

On January 3, 2023, GE completed the previously announced spin-off of GE HealthCare Technologies Inc. (the “Spin-Off”). The Spin-Off was completed through a distribution of approximately 80.1% of the Company’s outstanding common stock to holders of record of GE’s common stock as of the close of business on December 16, 2022 (the “Distribution”). Prior to the Distribution, all of the shares of the Company’s common stock were held by GE. As a result of the Distribution, the Company became an independent public company.

### **Relationship with GE**

Historically, we relied on GE to manage certain aspects of our operations and provide us certain services, the costs of which were either allocated or directly billed to us. Historical costs for such services may not necessarily reflect the actual expenses we would have incurred, or will incur, as an independent company. In connection with the Spin-Off, we entered into the Separation and Distribution Agreement with GE as well as other agreements with GE, including a Transition Services Agreement, a Tax Matters Agreement, an Employee Matters Agreement, a Trademark License Agreement and Intellectual Property Cross License Agreements, as described in our Annual Report on Form 10-K for the year ended December 31, 2022 (the “2022 Form 10-K”). We are able to utilize GE’s services for a transitional period following the Spin-Off until we replace these services over time with services supplied either internally or by third parties. The expenses for the services we received from GE initially and then internally or by third parties may vary from the historical costs directly billed and allocated to us for the same services. We face challenges related to becoming a stand-alone public company, including the establishment of new functions that were previously provided by GE. Addressing the needs that arise from becoming a stand-alone company has required significant resources, including time and attention from our senior management and others throughout the Company. For additional information regarding the Separation and Distribution Agreement and such other agreements, please refer to the sections entitled “Related Person Transactions and Other Information” incorporated by reference from our proxy statement filed on April 5, 2023 (the “2023 proxy statement”) into the 2022 Form 10-K, the information in Note 17, “Related Parties” in the notes to the combined audited financial statements in the 2022 Form 10-K, and the information in Note 18, “Related Parties” in the notes to the condensed consolidated and combined unaudited financial statements in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 (the “Q1 2023 Form 10-Q”) and in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (the “Q2 2023 Form 10-Q”), each of which is incorporated by reference into this prospectus. We continue to monitor potential separation dis-synergies, as we may lose the benefit of the scale and buying power of GE, and we anticipate incurring one-time costs associated with creating our own capabilities.

### **Our Corporate Information**

GE HealthCare Technologies Inc. was formed on May 16, 2022 to serve as a holding company for GE’s healthcare business in connection with the Spin-Off. Our corporate headquarters is located at 500 W. Monroe Street, Chicago, Illinois 60661, and our telephone number is 833-735-1139. Our website address is [www.gehealthcare.com](http://www.gehealthcare.com). Information contained on, or that can be accessed through, our website is not part of, and is not incorporated into, this prospectus.



**THE OFFERING**

**Use of proceeds**

The Company will not receive any proceeds from the shares of our common stock offered under the GE HealthCare Mirror LTIPs. See “Use of Proceeds.”

**Risk factors**

For a discussion of risks and uncertainties involved with an investment in our common stock, see “Risk Factors” on page 4 and any risk factors described in any accompanying prospectus supplement, as well as the risk factors and other information contained in the 2022 Form 10-K, which is incorporated by reference into this prospectus.

**Listing**

Our common stock is listed on Nasdaq under the symbol “GEHC.”

## **RISK FACTORS**

*Investing in our securities involves a high degree of risk. Before making an investment decision with respect to our securities, we urge you to carefully consider the risks described in the “Risk Factors” section of our 2022 Form 10-K filed with the SEC and incorporated by reference into this prospectus. The risks and uncertainties incorporated by reference into this prospectus are not the only ones we face. Additional risks and uncertainties not presently known or which we consider immaterial as of the date hereof may also have an adverse effect on our business. If any of the matters discussed in the “Risk Factors” section of our 2022 Form 10-K were to occur, our business, financial condition, results of operations, cash flows or prospects could be materially adversely affected, the market price of our common stock could decline and you could lose all or part of your investment in our common stock.*

## CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus, any accompanying prospectus supplement, the documents incorporated by reference into this prospectus, and other written or oral statements that we make from time to time contain, or will contain, certain forward-looking statements regarding business strategies, market potential, future financial performance and other matters. The words “will,” “should,” “believe,” “expect,” “anticipate,” “project” and similar expressions, among others, generally identify “forward-looking statements,” which speak only as of the date the statements were made. The matters discussed in these forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those projected, anticipated or implied in the forward-looking statements. You should read this prospectus, and any accompanying prospectus supplement, as well as our 2022 Form 10-K, the Q1 2023 Form 10-Q and the Q2 2023 Form 10-Q, which are incorporated by reference herein, completely and with the understanding that actual future results may be materially different from expectations. All forward-looking statements made in this prospectus, any accompanying prospectus supplement and the documents incorporated or deemed to be incorporated by reference herein or therein are qualified by these cautionary statements. In particular, information included in this prospectus, any accompanying prospectus supplement or the documents incorporated by reference into this prospectus under headings such as “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business” contain forward-looking statements. Where, in any forward-looking statement, an expectation or belief as to future results or events is expressed, such expectation or belief is based on the current plans and expectations of our management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. Any forward-looking statement speaks only as of the date on which it is made. Factors that could cause our actual results to differ materially from those described in our forward-looking statements include, but are not limited to:

- operating in highly competitive markets;
- the actions or inactions of third parties with whom we partner and the various collaboration, licensing, and other partnerships and alliances we have with third parties;
- demand for our products, services, or solutions and factors that affect that demand;
- management of our supply chain and our ability to cost-effectively secure the materials we need to operate our business;
- disruptions in our operations;
- changes in third-party and government reimbursement processes, rates, contractual relationships, and mix of public and private payers;
- the ability to attract and/or retain key personnel and qualified employees;
- the global COVID-19 pandemic and its effects on our business;
- maintenance and protection of our intellectual property rights;
- the impact of potential information technology, cybersecurity, or data security breaches;
- compliance with the various legal, regulatory, tax, and other laws to which we are subject and related changes, claims, or actions;
- ability to control increases in healthcare costs and any subsequent effect on demand for our products, services, or solutions;
- the impact of potential product liability claims;

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- environmental, social, and governance matters;
- our ability to successfully complete strategic transactions;
- our ability to operate effectively as an independent, publicly traded company and achieve the benefits we expect from the Spin-Off; and
- the incurrence of substantial indebtedness in connection with the Spin-Off and any related effect on our business.

These and other factors are more fully discussed in this prospectus, any accompanying prospectus supplement or the documents incorporated by reference into this prospectus under headings such as “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Those cautionary statements are not exclusive and are in addition to other factors discussed elsewhere in this prospectus. Except as required by law, we assume no obligation to update or revise any forward-looking statements.

**USE OF PROCEEDS**

The Company will not receive any proceeds from the shares of our common stock offered under the GE HealthCare Mirror LTIPs.

## **DIVIDEND POLICY**

On April 25, 2023, and June 23, 2023, our board of directors (the “Board”) declared a cash dividend of \$0.03 per share for the first and second quarters of 2023, respectively. We expect to continue to pay quarterly dividends, although the timing, declaration, amount, and payment of future dividends to stockholders, if any, will fall within the discretion of the Board.

## UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENT

The following unaudited pro forma condensed combined financial statement consists of the unaudited pro forma condensed combined statement of income for the year ended December 31, 2022. Because the Spin-Off was completed on January 3, 2023, its effect is reflected in our unaudited condensed consolidated statement of financial position as of June 30, 2023 and in our condensed consolidated statements of income for the three months and six months ended June 30, 2023 included in our Q2 2023 Form 10-Q, which is incorporated by reference into this prospectus. Accordingly, no pro forma condensed combined statement of financial position as of June 30, 2023 or statements of income for the three months and six months ended June 30, 2023 is included in the following unaudited pro forma condensed combined financial statement.

The following unaudited pro forma condensed combined statement of income for the year ended December 31, 2022 (“2022 pro forma statement of income”), reflects adjustments to our historical audited combined statement of income for the year ended December 31, 2022, and gives effect to the Spin-Off and related transactions as if they had occurred on January 1, 2022, the beginning of our most recently completed fiscal year.

The 2022 pro forma statement of income has been prepared to reflect transaction accounting and autonomous entity adjustments to present the results of operations as if we were a separate stand-alone entity. In addition, we have provided a presentation of management adjustments that management believes are necessary to enhance an understanding of the pro forma effects of the transaction. The 2022 pro forma statement of income has been adjusted to give effect to the following (collectively, the “Pro Forma Transactions”):

- the expected expense associated with the transfer of various GE assets and liabilities not included in our historical combined statements of financial position (including the transfer of certain pension and employee benefit obligations associated with our active, retired, and other former employees from GE);
- the post-Spin-Off capital structure, including; (i) the issuance of 453,926,139 shares of common stock, where at least 80.1% of the outstanding shares were distributed to holders of GE common stock in connection with the Spin-Off and GE retained up to 19.9% and (ii) the incurrence of \$10.25 billion of indebtedness at an estimated weighted-average interest rate of 5.6%;
- the impact of the Tax Matters Agreement entered into with GE in connection with the Spin-Off;
- the impact of the Transition Services Agreement and other commercial agreements entered into with GE in connection with the Spin-Off (see “Related Person Transactions and Other Information” incorporated by reference from our 2023 proxy statement into our 2022 Form 10-K, which is incorporated by reference into this prospectus);
- transaction and incremental income and costs incurred as an autonomous entity and specifically related to the Spin-Off;
- other adjustments described in the notes to the unaudited pro forma condensed combined financial statement; and
- management adjustments which consist of reasonably estimated transaction effects expected to occur.

The 2022 pro forma statement of income was prepared in accordance with Article 11 of Regulation S-X. In May 2020, the SEC adopted Release No. 33-10786 “Amendments to Financial Disclosures about Acquired and Disposed Businesses” (the “Final Rule”). The Final Rule became effective on January 1, 2021 and the 2022 pro forma statement of income herein is presented in accordance therewith. The 2022 pro forma statement of income is presented for informational purposes only and does not purport to represent what our results of operations actually would have been had the Pro Forma Transactions occurred on the dates indicated, or to project our financial performance for any future period. The 2022 pro forma statement of income is based on information and assumptions, which are described in the accompanying notes.

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Our historical combined statement of income, which was the basis for the 2022 pro forma statement of income, was prepared on a carve-out basis as we did not operate as a stand-alone entity for the period presented. Accordingly, such financial information reflects an allocation of certain corporate costs, such as finance, supply chain, human resources, information technology, insurance, employee benefits, and other expenses that are either specifically identifiable or clearly applicable to GE HealthCare. See Note 1, “Organization and Basis of Presentation” and Note 17, “Related Parties” to the audited combined financial statements incorporated by reference into this prospectus for further information on the allocation of corporate costs.

The 2022 pro forma statement of income has been prepared to include transaction accounting (including the impact of changes to our legal entity structure resulting from the Spin-Off), autonomous entity and management adjustments to reflect the results of operations as if we were a stand-alone entity. Transaction adjustments have been presented to show the impact and associated cost as a result of the legal separation from GE, including the estimated expenses associated with the incurrence of indebtedness, transfer of additional pension and employee benefit obligations, and the Tax Matters Agreement. Autonomous entity adjustments have been presented to show the impact of items such as the Transition Services Agreement, lease arrangements with third parties and GE, and incremental costs expected to be incurred as an autonomous entity. In addition, we have provided a presentation of management adjustments that management believes are necessary to enhance an understanding of the pro forma effects of the transaction. Actual future costs incurred may differ from these estimates.

The 2022 pro forma statement of income shown below should be read in conjunction with the section in the Q2 2023 Form 10-Q entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, the section in the 2022 Form 10-K entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the section in the 2023 proxy statement entitled “Related Person Transactions and Other Information” as well as the audited combined financial statements and the unaudited condensed consolidated and combined financial statements, and the corresponding notes incorporated by reference into this prospectus. For factors that could cause actual results to differ materially from those presented in the 2022 pro forma statement of income, see “Cautionary Statement Concerning Forward-Looking Statements” and “Risk Factors” included elsewhere or incorporated by reference in this prospectus.



**Unaudited Pro Forma Condensed Combined Statement of Income  
For the Year Ended December 31, 2022**

<i>(\$ in millions except share and per share amounts)</i>	<b>Historical</b>	<b>Transaction Accounting Adjustments</b>	<b>Autonomous Entity Adjustments</b>	<b>Pro Forma</b>
Sales of products	\$ 12,044	\$ —	\$ —	\$12,044
Sales of services	6,297	—	—	6,297
<b>Total revenues</b>	<b>18,341</b>	<b>—</b>	<b>—</b>	<b>18,341</b>
Cost of products	7,975	—	—	7,975
Cost of services	3,187	—	—	3,187
<b>Gross profit</b>	<b>7,179</b>	<b>—</b>	<b>—</b>	<b>7,179</b>
Selling, general and administrative	3,631	6(a)	134(g),(h),(i)	3,771
Research and development	1,026	—	—	1,026
<b>Total operating expenses</b>	<b>4,657</b>	<b>6</b>	<b>134</b>	<b>4,797</b>
<b>Operating income</b>	<b>2,522</b>	<b>(6)</b>	<b>(134)</b>	<b>2,382</b>
Interest and other financial charges-net	77	534(b)	—	611
Non-operating benefit (income) costs	(5)	(80)(c)	—	(85)
Other (income) expense-net	(62)	22(a)	—	(40)
<b>Income from continuing operations before income taxes</b>	<b>2,512</b>	<b>(482)</b>	<b>(134)</b>	<b>1,896</b>
Provision for income taxes	(563)	113(d)	32(j)	(418)
<b>Net income from continuing operations</b>	<b>1,949</b>	<b>(369)</b>	<b>(102)</b>	<b>1,478</b>
Income from discontinued operations, net of taxes	18	—	—	18
<b>Net income</b>	<b>1,967</b>	<b>(369)</b>	<b>(102)</b>	<b>1,496</b>
Net (income) loss attributable to noncontrolling interests	(51)	—	—	(51)
<b>Net income attributable to GE HealthCare</b>	<b>\$ 1,916</b>	<b>\$ (369)</b>	<b>\$ (102)</b>	<b>\$ 1,445</b>

**Earnings per share of common stock**

Basic & Dilutive				
Continuing operations				(e), (f) \$2.74
Discontinued operations				(f) 0.04
Earnings per share				(e), (f) \$2.78

**Weighted-average number of common shares outstanding**

Basic & Dilutive	(f) 453,926,139
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The accompanying notes are an integral part of the unaudited pro forma condensed combined statement of income.

**NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The 2022 pro forma statement of income for the year ended December 31, 2022 includes the following adjustments:

**Transaction Accounting Adjustments:**

- (a) Reflects the addition of estimated expenses related to obligations of active and former employees transferred from GE to GE HealthCare at Spin-Off. Expenses associated with these obligations were \$28 million for the year ended December 31, 2022.
- (b) Reflects the addition of estimated incremental interest expense related to the debt issuances incurred by GE HealthCare on November 22, 2022, the estimated interest expense related to the drawdown of the \$2.0 billion Term Loan Facility on January 3, 2023, the amortization of original issue discount and deferred debt issuance costs, and certain Euro to U.S. Dollar cross currency interest rate swap arrangements with a notional amount of \$2.0 billion. Interest expense was calculated assuming constant debt levels throughout the period. A 0.125 basis point change to the annual interest rate on the \$2.0 billion Term Loan Facility would change interest expense by approximately \$3 million for the year ended December 31, 2022. Refer to the below table for further details on specific adjustments:

<i>(\$ in millions)</i>	<b>Year ended December 31, 2022</b>
Interest expense on debt	\$ 522
Amortization of original issue discount and deferred debt issuance costs	12
<b>Total Interest and other financial charges-net</b>	<b>\$ 534</b>

- (c) We have accounted for our participation in the GE sponsored pension and other postretirement plans as participation in a multi-employer plan historically and as such only service costs for these plans were allocated based primarily on our participation in the plans. In connection with the Spin-Off, GE transferred to us plan assets and obligations primarily associated with our active, retired, and other former GE employees in certain jurisdictions and we will provide the benefits directly. This adjustment reflects incremental pro forma non-operating benefit (income) costs of \$(80) million for the year ended December 31, 2022, related to the pension and postretirement benefit plans transferred to GE HealthCare. The actual assumed related expenses (benefits) could change significantly from our estimates.
- (d) Reflects the tax effects of the transaction pro forma adjustments at the applicable statutory tax rates and the expected effects of the Separation and Distribution Agreement, changes to our legal entity structure in anticipation of the Spin-Off and stand-alone effects within the respective jurisdictions. This adjustment was determined by applying the respective statutory tax rates to pre-tax pro forma adjustments in jurisdictions where valuation allowances were not required. The applicable tax rates could be impacted (either higher or lower) depending on many factors subsequent to the Spin-Off including the profitability in local jurisdictions and the legal entity structure implemented subsequent to the Spin-Off and may be materially different from the pro forma results.
- (e) Reflects an adjustment of \$183 million for certain redeemable noncontrolling interest to the current redemption value due to redemption provisions that are triggered upon a change of control, which is assumed to be probable at the time of Spin-Off. The adjustment to Redeemable noncontrolling interest is treated as a deemed preferred dividend in the earnings per share computation for the year ended December 31, 2022.

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- (f) The weighted-average number of shares used to compute pro forma basic and dilutive earnings per share for the year ended December 31, 2022 is 453,926,139, on the basis of one share of our common stock for every three shares of GE common stock outstanding as of January 3, 2023 and the 19.9% interest in the outstanding shares of our common stock that is owned by GE at the time of the Spin-Off, pursuant to the Separation and Distribution Agreement. The computation of basic and diluted earnings per common share for all pre-spin periods was calculated using the same number of common shares outstanding since no GE HealthCare equity awards were outstanding as of the date of the Spin-Off.

### **Autonomous Entity Adjustments:**

- (g) Reflects the net impact of lease arrangements with third parties and sublease arrangements with GE for facilities that have been entered into at Spin-Off. We will begin recognizing incremental sublease income net of expenses from GE and third parties of \$1 million for the year ended December 31, 2022, and will present net sublease income in Selling, general and administrative.
- (h) Pursuant to the Transition Services Agreement and the Trademark License Agreement we entered into with GE, we will incur incremental expenses above the previous allocation of GE corporate costs, primarily related to certain digital technology services, people operations support, and trademark license costs of \$60 million for the year ended December 31, 2022.
- (i) As part of the Spin-Off, GE will incur additional non-recurring costs for the development of technological infrastructure on behalf of GE HealthCare. These costs are expected to be incurred within one year of the Spin-Off. Upon the Spin-Off, we recorded a prepaid asset of approximately \$75 million representing the value to be received from such development activities necessary for separation. The related non-cash non-recurring expense of approximately \$75 million has been recorded in Selling, general and administrative for the year ended December 31, 2022.
- (j) Reflects the tax effects of the autonomous entity pro forma adjustments at the applicable statutory tax rates and the expected effects of the Separation and Distribution Agreement and the Tax Matters Agreement, or stand-alone effects within the respective jurisdictions. This adjustment was determined by applying the respective statutory tax rates to pre-tax pro forma adjustments in jurisdictions where valuation allowances were not required. The applicable tax rates could be impacted (either higher or lower) depending on many factors subsequent to the Spin-Off including, but not limited to, the profitability in local jurisdictions and the legal entity structure implemented subsequent to the Spin-Off and may be materially different from the pro forma results.

### **Management Adjustments:**

We have elected to present management adjustments to the pro forma financial information and included all adjustments necessary for a fair statement of such information. Following the Spin-Off, we expect to incur incremental costs as a stand-alone entity in certain of our corporate support functions (e.g., finance, accounting, tax, treasury, IT, HR, and legal, among others). We received the benefit of economies of scale as a business unit within GE's overall centralized model; however, in establishing these independent support functions as a stand-alone public company, the expenses will be higher than the prior shared allocation.

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As a stand-alone public company, we expect to incur certain costs in addition to those incurred pursuant to the Transition Services Agreement as described in note (i) and other transaction and autonomous entity adjustments noted above, including costs resulting from:

- One-time and non-recurring expenses associated with Spin-Off and stand-up of functions required to operate as a stand-alone public entity. These non-recurring costs primarily relate to system implementation costs, business and facilities separation, applicable employee related costs, development of our brand, and other matters; and
- Recurring and ongoing costs required to operate new functions required for a public company such as external reporting, internal audit, treasury, investor relations, board of directors and officers, stock administration, and expanding the services of existing functions such as information technology, finance, supply chain, human resources, legal, tax, facilities, branding, security, government relations, community outreach, and insurance.

We expect to incur these costs beginning at Spin-Off, with one-time costs expected to be incurred over a period of twelve to twenty-four months post Spin-Off. We estimated that we would incur approximately \$341 million of total expenses (including one-time expenses of approximately \$228 million and recurring expenses of \$113 million) for the year ended December 31, 2022.

We estimated these additional expenses by assessing the resources and associated one-time and recurring costs each function (e.g., finance, IT, HR, etc.) will require to operate GE HealthCare as a stand-alone public company. We expect to fill any shortfalls to the estimated required resources in addition to the services provided by GE under the Transition Services Agreement through additional hiring or incremental vendor and other third-party spend.

The additional expenses have been estimated based on assumptions that our management believes are reasonable. However, actual additional costs that will be incurred could be different from the estimates and would depend on several factors, including the economic environment, results of contractual negotiations with third party vendors, ability to execute on proposed separation plans, and strategic decisions made in areas such as manufacturing, selling and marketing, research and development, information technology, and infrastructures. In addition, adverse effects and limitations including those discussed in the section entitled “Risk Factors” included or incorporated by reference in this prospectus may impact actual costs incurred. We may also decide to increase or reduce resources or invest more heavily in certain areas in the future, which may differentiate the management adjustments even further from actual costs incurred in the future.

These management adjustments include forward-looking information that is subject to the safe harbor protections of the Exchange Act. The tax effect has been determined by applying the respective statutory tax rates to the aforementioned adjustments in jurisdictions where valuation allowances were not required.

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*For the year ended December 31, 2022*

	<u>Net income</u>	<u>Basic &amp; Dilutive earnings per share</u>
<i>(\$ in millions except share and per share amounts)</i>		
Unaudited pro forma combined net income from continuing operations*	\$ 1,478	
Net (income) loss attributable to noncontrolling interests*	(51)	
Deemed preferred dividend of redeemable noncontrolling interest	(183)	
Unaudited pro forma combined net income from continuing operations attributable to GE HealthCare*	\$ 1,244	\$ 2.74
Management adjustments	(341)	(0.75)
Tax effect	81	0.18
Unaudited pro forma combined net income from continuing operations attributable to GE HealthCare after management adjustments	<u>\$ 984</u>	<u>\$ 2.17</u>
Weighted average number of common shares outstanding Basic & Dilutive	453,926,139	

\* As shown in the Unaudited Pro Forma Condensed Combined Statement of Income

## DESCRIPTION OF OUR CAPITAL STOCK

*The following is a summary of the material terms of our capital stock contained in our certificate of incorporation and bylaws. The summaries and descriptions below do not purport to be complete statements of the relevant provisions of our certificate of incorporation or our bylaws. The summary is qualified in its entirety by reference to such documents, which you must read (along with the applicable provisions of Delaware law) for complete information on our capital stock. Our certificate of incorporation and bylaws are included as exhibits to the registration statement of which this prospectus forms a part.*

### **General**

Pursuant to our certificate of incorporation, our authorized capital stock consists of 1,000,000,000 shares of common stock, par value \$0.01 per share, and 100,000,000 shares of preferred stock, par value \$0.01 per share. The Board may establish the rights and preferences of the preferred stock from time to time. As of July 18, 2023, we had 454,838,213 shares of our common stock issued and outstanding and no shares of preferred stock issued and outstanding.

### **Common Stock**

#### ***Dividends***

Holders of shares of our common stock are entitled to receive dividends when, as and if declared by the Board at its discretion out of funds legally available for that purpose, subject to the preferential rights of any preferred stock that may be outstanding. The timing, declaration, amount, and payment of future dividends will depend on our financial condition, earnings, capital requirements, and debt service obligations, as well as legal requirements, regulatory constraints, industry practice, and other factors that the Board deems relevant. Additionally, the terms of the indebtedness we incurred in connection with the Spin-Off limit our ability to pay cash dividends. The Board will make all decisions regarding our payment of dividends from time to time in accordance with applicable law. See “Dividend Policy.”

#### ***Voting Rights***

The holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. The holders of our common stock do not have cumulative voting rights.

#### ***Other Rights***

Subject to the preferential liquidation rights of any preferred stock that may be outstanding, upon our liquidation, dissolution, or winding-up, the holders of our common stock are entitled to share ratably in our assets legally available for distribution to our stockholders.

#### ***Fully Paid***

The issued and outstanding shares of our common stock are fully paid and non-assessable. Any additional shares of common stock that we may issue in the future will also be fully paid and non-assessable. The holders of our common stock will not have preemptive rights or preferential rights to subscribe for shares of our capital stock.

### **Preferred Stock**

Our certificate of incorporation authorizes the Board to designate and issue from time to time one or more series of preferred stock without stockholder approval. The Board may fix and determine the designations, powers, preferences and relative, participating, optional, or other rights of each series of preferred stock. There are no present plans to issue any shares of preferred stock.

## Certain Provisions of Delaware Law, Our Certificate of Incorporation, and Our Bylaws

### *Certificate of Incorporation and Bylaws*

Certain provisions in our certificate of incorporation and our bylaws summarized below may be deemed to have an anti-takeover effect and may delay, deter, or prevent a tender offer or takeover attempt that a stockholder might consider to be in its best interests, including attempts that might result in a premium being paid over the market price for the shares held by stockholders. These provisions are intended to enhance the likelihood of continuity and stability in the composition of the Board and in the policies formulated by the Board and to discourage certain types of transactions that may involve an actual or threatened change of control.

- *Vacancies.* Our certificate of incorporation provides that any vacancies created on the Board resulting from any increase in the authorized number of directors and any vacancies in the Board resulting from death, retirement, disqualification, resignation, removal from office, or other cause will be filled solely by the affirmative vote of a majority of the remaining directors then in office, even if less than a quorum, or by the sole remaining director. Any director elected to fill a vacancy on the Board will hold office for a term expiring at the next annual meeting of stockholders and until his or her successor is duly elected and qualified.
- *Blank Check Preferred Stock.* Our certificate of incorporation authorizes the Board to issue, without any further vote or action by the stockholders, up to 100,000,000 shares of preferred stock from time to time in one or more series and, with respect to each such series, to fix the number of shares constituting the series and the designations, powers (including voting powers), preferences, and relative participating, optional, or other rights, if any, and any qualifications, limitations, or restrictions, if any, of the shares of such series. The ability to issue such preferred stock could discourage potential acquisition proposals and could delay or prevent a change in control.
- *No Stockholder Action by Written Consent.* Our certificate of incorporation expressly excludes the right of our stockholders to act by written consent. Stockholder action must take place at an annual meeting or at a special meeting of our stockholders.
- *Special Stockholder Meetings.* Our bylaws provide that the Board or a stockholder of record who is acting on behalf of one or more beneficial owners who collectively hold at least 25% of our outstanding shares is able to call a special meeting of stockholders.
- *Requirements for Advance Notification of Stockholder Nominations and Proposals.* Under our bylaws, stockholders of record are able to nominate persons for election to the Board or bring other business constituting a proper matter for stockholder action only by providing proper notice to our secretary. In the case of annual meetings, proper notice must be given between 90 and 120 days prior to the first anniversary of the prior year's annual meeting; however, if (A) the annual meeting is advanced by more than 30 days, or delayed by more than 60 days, from the first anniversary of the prior year's annual meeting, (B) no annual meeting was held during the prior year, or (C) with respect to the first annual meeting after the Spin-Off, the notice by the stockholder to be timely must be received (1) no earlier than 120 days before such annual meeting and (2) no later than the later of 90 days before such annual meeting and the tenth day after the earlier of the day on which the notice of such annual meeting was first made by mail or public disclosure. In the case of special meetings, proper notice must be given no earlier than 120 days prior to the relevant meeting and no later than the later of 90 days prior to such meeting and the tenth day after the earlier of the day on which the notice of such annual meeting was first made by mail or public disclosure. Such notice must include information specified in the bylaws with respect to each stockholder nominating persons for election to the Board or proposing other business and certain related persons, information with respect to such person's nominees to the Board (if applicable), and certain representations and undertaking relating to the nomination or proposal, in each case as specified in our bylaws.
- *Proxy Access.* Our bylaws allow one or more stockholders (up to 20, collectively), owning at least 3% of our outstanding shares continuously for at least three years, to nominate for election to the Board and to be included in our proxy materials up to the greater of two individuals or 20% of the Board, only by sending proper notice to our secretary.

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- *Cumulative Voting.* Delaware General Corporation Law (the “DGCL”) provides that stockholders are denied the right to cumulate votes in the election of directors unless a company’s certificate of incorporation provides otherwise. Our certificate of incorporation does not provide for cumulative voting.
- *Amendments to Certificate of Incorporation and Bylaws.* The DGCL provides that the affirmative vote of holders of a majority of a company’s voting stock then outstanding is required to amend a corporation’s certificate of incorporation, unless the certificate of incorporation specifies a higher threshold. Our certificate of incorporation does not provide for a higher threshold. The DGCL also provides that a board of directors may be granted authority to amend a corporation’s bylaws if so stated in the corporation’s certificate of incorporation, and our certificate of incorporation provides that the Board may amend our bylaws. Under the DGCL, stockholders also have the power to amend bylaws, and our bylaws provide that they may be amended by the affirmative vote of a majority of the voting power of shares of stock present in person or represented by proxy and entitled to vote thereon.

### ***Delaware Takeover Statute***

We are subject to Section 203 of the DGCL, which, subject to certain exceptions, prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years following the date that such stockholder became an interested stockholder.

### ***Limitation on Liability of Directors and Indemnification of Directors and Officers***

Delaware law authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their stockholders for monetary damages for breaches of directors’ and officers’ fiduciary duties as directors or officers, as applicable, and our certificate of incorporation includes such an exculpation provision. Our bylaws include provisions that indemnify, to the fullest extent allowable under the DGCL, the personal liability of directors or officers for monetary damages for actions taken as a director or officer of GE HealthCare, or for serving at our request as a director, officer, employee, or agent at another corporation or enterprise, as the case may be. Our bylaws also provide that we must indemnify and advance expenses to our directors, officers, and employees, subject to our receipt of an undertaking from the indemnified party as may be required under the DGCL.

The limitation of liability and indemnification provisions that are included in our certificate of incorporation and bylaws, respectively, may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against our directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. However, these provisions do not limit or eliminate our rights, or those of any stockholder, to seek non-monetary relief such as an injunction or rescission in the event of a breach of a director’s duty of care. The provisions do not alter the liability of directors under the federal securities laws. In addition, investment in our common stock may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. There is currently no pending material litigation or proceeding against any of our directors, officers, or employees for which indemnification is sought.

### ***Exclusive Forum***

Our certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery located within the State of Delaware will be the sole and exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee, agent, or stockholder to us or our stockholders, any action asserting a claim arising pursuant to the DGCL, the certificate of incorporation, or the bylaws, or any action asserting a claim governed by the internal affairs doctrine. However, if the Court of Chancery within the State of Delaware lacks jurisdiction over such action or proceeding, the action may be brought in another court of the State



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of Delaware or, if no court of the State of Delaware has jurisdiction, then in the United States District Court for the District of Delaware. Additionally, our certificate of incorporation states that the foregoing provision will not apply to claims arising under the Securities Act, the Exchange Act, or other federal securities laws for which there is exclusive federal or concurrent federal and state jurisdiction. Unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. The exclusive forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, or stockholders, which may discourage lawsuits with respect to such claims. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder as a result of our exclusive forum provisions.

### **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is Equiniti Trust Company.

### **Listing**

Our common stock is listed on Nasdaq under the symbol "GEHC."

## CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES

The following is a brief summary of the U.S. federal income tax consequences applicable to awards granted under the GE HealthCare Mirror LTIPs based on the federal income tax laws in effect on the date of this registration statement. This summary is not intended to be exhaustive and does not address all matters relevant to a particular participant based on their specific circumstances. The summary expressly does not discuss the income tax laws of any state, municipality, or non-U.S. taxing jurisdiction, or the gift, estate, excise (including the rules applicable to deferred compensation under Section 409A of the Code), or other tax laws other than U.S. federal income tax law. Because individual circumstances may vary, we advise all participants to consult their own tax advisor concerning the tax implications of awards granted under the GE HealthCare Mirror LTIPs.

### Stock Options and SARs

The grant of a stock option or stock appreciation right (“SAR”) generally creates no tax consequences for the participant or GE HealthCare. A participant generally has no taxable income upon exercise of an incentive stock option (“ISO”), except that the alternative minimum tax may apply. Upon exercise of a stock option other than an ISO, a participant generally must recognize ordinary income equal to the fair market value of the shares acquired minus the exercise price. Upon exercise of a SAR, a participant generally must recognize ordinary income equal to the fair market value of the amount received.

When disposing of shares acquired by exercise of an ISO before the end of the applicable ISO holding periods (two years after the date of grant and one year after the exercise of the ISO), the participant generally must recognize ordinary income equal to the lesser of (i) the fair market value of the shares at the date of exercise minus the exercise price or (ii) the amount realized upon the disposition of the shares minus the exercise price. Otherwise, a participant’s disposition of shares acquired upon the exercise of a stock option (including an ISO for which the requisite holding periods are met) generally will result in only capital gain or loss.

### Other Awards

Awards of restricted stock, RSUs, performance shares and other stock-based awards under the GE HealthCare Mirror LTIPs generally will result in ordinary income to the participant at the later of the time of delivery of cash, shares, or other awards, or the time that either the risk of forfeiture or restriction on transferability lapses on previously delivered cash, shares or other awards.

### Limitations on Deductibility by GE HealthCare

Section 162(m) of the Code limits the deductibility for federal income tax purposes of certain compensation paid to any “covered employee” in excess of \$1 million. For purposes of Section 162(m) of the Code, the term “covered employee” includes any individual who serves as chief executive officer, chief financial officer or one of the other three most highly compensated executive officers for any calendar year. It is expected that compensation deductions for any covered employee with respect to awards under the GE HealthCare Mirror LTIPs will be subject to the \$1 million annual deduction limitation. GE HealthCare may grant awards under the GE HealthCare Mirror LTIPs or otherwise that are or may become non-deductible when it believes doing so is in the best interests of GE HealthCare and its stockholders.

## PLAN OF DISTRIBUTION

As of January 3, 2023 (the “Distribution Date”), a portion of each outstanding GE restricted stock unit award (including any performance stock unit award) held immediately prior to the Spin-Off by a corporate employee or former employee of GE or one of its subsidiaries who, in either case, was not subject to China State Administration of Foreign Exchange requirements or a resident of Vietnam was converted into a respective restricted stock unit award denominated in shares of our common stock. The registration statement of which this prospectus forms a part covers these awards.

As of the Distribution Date, each outstanding GE stock option and restricted stock unit award (including any performance stock unit award) that was held immediately prior to the Spin-Off by an employee of GE HealthCare or one of its subsidiaries was converted into a respective stock option or restricted stock unit award denominated in shares of our common stock. The registration statement of which this prospectus forms a part does not cover these awards, which were instead registered by the Company on a Registration Statement on Form S-8 (Registration No. 333-269784).

Each of our converted awards are generally subject to the same terms, vesting conditions and other restrictions that applied to the original GE award immediately before the Spin-Off, except that performance-vesting conditions, as applicable, were adjusted to reflect the Spin-Off.

## **CERTAIN LEGAL MATTERS**

Certain legal matters in connection with the offered shares of common stock will be passed upon for us by Gibson, Dunn & Crutcher LLP.

## **EXPERTS**

The financial statements of GE HealthCare Technologies Inc. as of December 31, 2022 and 2021, and for each of the two years in the period ended December 31, 2022, incorporated by reference in this prospectus have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report. Such financial statements are incorporated by reference in reliance upon the report of such firm given their authority as experts in accounting and auditing.

The combined financial statements of GE HealthCare Technologies Inc. (a carve-out business of General Electric Company) for the year ended December 31, 2020, have been incorporated by reference herein and in the registration statement in reliance upon the report of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

## **WHERE YOU CAN FIND MORE INFORMATION**

We have filed a registration statement on Form S-1 with the SEC under the Securities Act. This prospectus is part of the registration statement but the registration statement includes additional information and exhibits. We file annual, quarterly and special reports and other information with the SEC. The SEC maintains a website that contains reports, proxy and information statements and other information about issuers, such as us, who file electronically with the SEC. The address of that website is [www.sec.gov](http://www.sec.gov).

Our SEC filings are also available to the public free of charge on the investor relations portion of our website located at <https://investor.gehealthcare.com>. Information on, or accessible through, our website is not incorporated by reference herein and is not otherwise intended to be part of this prospectus.

## INCORPORATION BY REFERENCE

We “incorporate by reference” into this prospectus certain information we have filed with the SEC. This means that we disclose important information by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus. Unless specifically listed below, the information contained on the SEC website is not intended to be incorporated by reference in this prospectus and you should not consider that information a part of this prospectus. We incorporate by reference the documents listed below (other than any portions of such documents that are not deemed “filed” under the Exchange Act in accordance with the Exchange Act and applicable SEC rules):

- our Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on February 15, 2023;
- our Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2023](#), and [June 30, 2023](#), filed with the SEC on April 25, 2023, and July 25, 2023, respectively;
- the portions of Definitive Proxy Statement on [Schedule 14A](#), filed with the SEC on April 5, 2023, that are incorporated by reference into Part III of the Annual Report on Form 10-K for the year ended December 31, 2022; and
- our Current Reports on Form 8-K filed with the SEC on [January 4, 2023](#), [January 10, 2023](#) (other than information furnished under Items 2.02 and 7.01 and exhibits related thereto), [February 3, 2023](#), [February 24, 2023](#), [March 3, 2023](#), [March 24, 2023](#), [May 9, 2023](#) and [May 25, 2023](#).

Any information contained in this prospectus or in any document incorporated by reference in this prospectus will be deemed to be modified or superseded to the extent that a statement contained in any prospectus supplement or free writing prospectus provided to you by us modifies or supersedes the original statement.

The reports and documents incorporated by reference into this prospectus are available to the public free of charge on the investor relations portion of our website located at <https://investor.gehealthcare.com>.

We also hereby undertake to provide without charge to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon written or oral request of any such person, a copy of any and all of the reports or documents that has been incorporated by reference in this prospectus, other than exhibits to such documents, unless such exhibits have been specifically incorporated by reference thereto. Requests for such copies should be directed to our Investor Relations department, at the following address:

GE HealthCare Technologies Inc.  
500 W. Monroe Street  
Chicago, Illinois 60661  
Attention: Investor Relations

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 13. Other Expenses of Issuance and Distribution.**

The following table sets forth the costs and expenses payable by the registrant in connection with the issuance of the securities being registered. All amounts are estimates except the Securities and Exchange Commission registration fee.

Securities and Exchange Commission registration fee	\$ 2,635.28
Legal fees and expenses	50,000.00
Accounting fees and expenses	300,000.00
Printing expenses	50,000.00
Total	\$402,635.28

**Item 14. Indemnification of Directors and Officers.**

Delaware law authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their stockholders for monetary damages for breaches of directors' and officers' fiduciary duties as directors or officers, as applicable, and our certificate of incorporation includes such an exculpation provision. Our bylaws include provisions that indemnify, to the fullest extent allowable under the Delaware General Corporation Law ("DGCL"), the personal liability of directors or officers for monetary damages for actions taken as a director or officer of the Company, or for serving at our request as a director, officer, employee, or agent at another corporation or enterprise, as the case may be. Our bylaws also provide that we must indemnify and advance expenses to our directors, officers, and employees, subject to our receipt of an undertaking from the indemnified party as may be required under the DGCL.

The limitation of liability and indemnification provisions that are included in our certificate of incorporation and bylaws, respectively, may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against our directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. However, these provisions do not limit or eliminate our rights, or those of any stockholder, to seek non-monetary relief such as an injunction or rescission in the event of a breach of a director's duty of care. The provisions do not alter the liability of directors under the federal securities laws. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. There is currently no pending material litigation or proceeding against any of our directors, officers, or employees for which indemnification is sought.

Reference is made to Item 17 for our undertakings with respect to indemnification for liabilities arising under the Securities Act.

We currently maintain insurance policies which, within the limits and subject to the terms and conditions thereof, covers certain expenses and liabilities that may be incurred by directors and officers in connection with proceedings that may be brought against them as a result of an act or omission committed or suffered while acting as a director or officer of the Company.

We have entered into an indemnification agreement with each of our executive officers and directors that provides, in general, that we will indemnify them to the fullest extent permitted by law in connection with their service to us or on our behalf.

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**Item 15. Recent Sales of Unregistered Securities.**

GE Healthcare Holding LLC was formed as a Delaware limited liability corporation on May 16, 2022 for the purpose of receiving, pursuant to a reorganization, all of the assets of GE HealthCare. On May 16, 2022, GE Healthcare Holding LLC issued 100 shares representing the limited liability interests in GE Healthcare Holding LLC, par value \$0.01 per share, to GE for an aggregate consideration of \$1.00. Such shares of common stock were issued in reliance on the exemption contained in Section 4(a)(2) of the Securities Act on the basis that the transaction did not involve a public offering. No underwriters were involved in the transaction.

On December 29, 2022, GE Healthcare Holding LLC converted into a Delaware corporation pursuant to a statutory conversion and was renamed GE HealthCare Technologies Inc. On January 3, 2023, GE completed the previously announced spin-off of GE HealthCare Technologies Inc.

**Item 16. Exhibits, Financial Statements and Financial Statement Schedules.**

(a) Exhibits

The exhibits to the registration statement are listed in the Exhibit Index to this registration statement and are incorporated herein by reference.

(b) Financial statement schedules

All schedules have been omitted because either they are not required, are not applicable or the information is otherwise set forth in the financial statements and related notes thereto incorporated by reference herein.

**Item 17. Undertakings.**

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



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### Exhibit Description

- 2.1 [Separation and Distribution Agreement, dated November 7, 2022, by and between General Electric Company and the Registrant, as amended \(incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 4, 2023\).](#)†
- 3.1 [Certificate of Incorporation of the Registrant \(incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on December 29, 2022\).](#)
- 3.2 [Bylaws of the Registrant \(incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on December 29, 2022\).](#)
- 4.1 [Base Indenture, dated as of November 22, 2022, among GE HealthCare Holding LLC, General Electric Company, as guarantor, and The Bank of New York Mellon, as trustee \(incorporated by reference to Exhibit 4.1 of General Electric Company's Current Report on Form 8-K filed with the SEC on November 23, 2022\).](#)
- 4.2 [First Supplemental Indenture, dated as of November 22, 2022, between GE HealthCare Holding LLC and The Bank of New York Mellon, as trustee \(incorporated by reference to Exhibit 4.2 of General Electric Company's Current Report on Form 8-K filed with the SEC on November 23, 2022\).](#)
- 4.3 [Registration Rights Agreement, dated as of November 22, 2022, among GE HealthCare Holding LLC, BofA Securities, Inc., and Morgan Stanley & Co. LLC \(incorporated by reference to Exhibit 4.3 of General Electric Company's Current Report on Form 8-K filed with the SEC on November 23, 2022\).](#)
- 5.1 [Opinion of Gibson, Dunn & Crutcher LLP.](#)
- 10.1 [Transition Services Agreement, dated January 2, 2023, by and between General Electric Company and the Registrant \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 4, 2023\).](#)†
- 10.2 [Tax Matters Agreement, dated January 2, 2023, by and between General Electric Company and the Registrant \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on January 4, 2023\).](#)†
- 10.3 [Employee Matters Agreement, dated January 2, 2023, by and between General Electric Company and the Registrant \(incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on January 4, 2023\).](#)
- 10.4 [Trademark License Agreement, dated December 31, 2022, by and between General Electric Company and GE HealthCare Imaging Holding Inc. \(incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on January 4, 2023\).](#)†

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- 10.5 [Real Estate Matters Agreement, dated January 2, 2023, by and between General Electric Company and the Registrant \(incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed with the SEC on January 4, 2023\).](#)
- 10.6 [Stockholder and Registration Rights Agreement, dated January 2, 2023, by and between General Electric Company and the Registrant \(incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed with the SEC on January 4, 2023\).](#)†
- 10.7 [Form of Indemnification Agreement \(incorporated by reference to Exhibit 10.7 to the Registrant's Form 10 filed with the SEC on October 11, 2022\).](#)
- 10.8 [Term Loan Agreement, dated as of November 4, 2022, by and among GE HealthCare Holding LLC, as the borrower, the lenders from time to time party thereto and Citibank, N.A., as administrative agent \(incorporated by reference to Exhibit 10.8 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.9 [364-Day Revolving Credit Agreement, dated as of November 4, 2022, by and among GE HealthCare Holding LLC, as the borrower, the lenders from time to time party thereto and Citibank, N.A., as administrative agent \(incorporated by reference to Exhibit 10.9 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.10 [Credit Agreement, dated as of November 4, 2022, by and among the Registrant, as the borrower, the lenders from time to time party thereto and Citibank, N.A., as administrative agent \(incorporated by reference to Exhibit 10.10 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.11 [GE HealthCare 2023 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.11 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on February 15, 2023\).](#)
- 10.12 [GE HealthCare Mirror 2022 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.12 of the Registrant's Registration Statement on Form S-1 filed with the SEC on December 14, 2022\).](#)
- 10.13 [GE HealthCare Mirror 2007 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.13 of the Registrant's Registration Statement on Form S-1 filed with the SEC on December 14, 2022\).](#)
- 10.14 [GE HealthCare Mirror 1990 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.14 of the Registrant's Registration Statement on Form S-1 filed with the SEC on December 14, 2022\).](#)
- 10.15 [Offer Letter with Peter J. Arduini, dated June 15, 2021 \(incorporated by reference to Exhibit 10.15 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.16 [Amended Offer Letter with Peter J. Arduini, dated November 16, 2022 \(incorporated by reference to Exhibit 10.16 to the Registrant's Amendment No. 2 to Form 10 filed with the SEC on November 18, 2022\).](#)
- 10.17 [Settlement Agreement with Kieran Murphy, dated December 21, 2021 \(incorporated by reference to Exhibit 10.16 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.18 [Performance Share Grant Agreement for H. Lawrence Culp, Jr., dated August 18, 2020 \(incorporated by reference to Exhibit 10.17 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.19 [Notice of Adjustment to the Performance Share Grant Agreement for H. Lawrence Culp, Jr., effective July 30, 2021 \(incorporated by reference to Exhibit 10.18 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.20 [Performance Stock Unit Grant Agreement for Peter J. Arduini, dated February 23, 2022 \(incorporated by reference to Exhibit 10.19 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)

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- 10.21 [GE HealthCare Annual Executive Incentive Plan \(incorporated by reference to Exhibit 10.20 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.22 [GE HealthCare Restoration Plan \(incorporated by reference to Exhibit 10.21 to the Registrant's Amendment No. 1 to Form 10 filed with the SEC on November 7, 2022\).](#)
- 10.23 [GE HealthCare Founders Restricted Stock Unit Grant Agreement \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2023\).](#)
- 10.24 [GE HealthCare Founders Stock Option Grant Agreement \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2023\).](#)
- 10.25 [Global Addendum \(incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2023\).](#)
- 10.26 [One GE HealthCare Annual Bonus Plan \(incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2023\).](#)
- 10.27 [GE HealthCare Restricted Stock Unit Grant Agreement \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 3, 2023\).](#)
- 10.28 [GE HealthCare Stock Option Grant Agreement \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on March 3, 2023\).](#)
- 10.29 [GE HealthCare Performance Stock Unit Grant Agreement \(incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on March 3, 2023\).](#)
- 10.30 [GE HealthCare US Severance and Change in Control Plan for CEO and Leadership Team \(incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 25, 2023\).](#)
- 10.31 [GE HealthCare Non-Employee Director Compensation and Benefits Plan \(incorporated by reference to Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on April 25, 2023\).](#)
- 10.32 [GE HealthCare 2023 LTIP Form of Director Restricted Stock Unit Grant Agreement \(incorporated by reference to Exhibit 10.10 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on April 25, 2023\).](#)
- 10.33 [GE HealthCare 2023 LTIP Form of Director Deferred Stock Unit Grant Agreement \(incorporated by reference to Exhibit 10.11 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on April 25, 2023\).](#)
- 10.34 [Offer Letter with Frank R. Jimenez, dated February 4, 2022 \(incorporated by reference to Exhibit 10.13 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on April 25, 2023\).](#)

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- 10.35 [Offer Letter with Betty D. Larson, dated January 21, 2022 \(incorporated by reference to Exhibit 10.14 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on April 25, 2023\).](#)<sup>†</sup>
- 10.36 [Employment Contract with Jan Makela, dated February 24, 2023 \(incorporated by reference to Exhibit 10.15 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on April 25, 2023\).](#)
- 10.37 [Offer Letter with James K. Saccaro, dated May 4, 2023 \(incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 25, 2023\).](#)<sup>†</sup>
- 16.1 [Letter of KPMG, dated February 12, 2021 \(incorporated by reference to Exhibit 16.1 of General Electric Company's Current Report on Form 8-K filed with the SEC on February 12, 2021\).](#)
- 21.1 [Subsidiaries of the Registrant \(incorporated by reference to Exhibit 21.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on February 15, 2023\).](#)
- 23.1 [Consent of Deloitte & Touche LLP.](#)
- 23.2 [Consent of KPMG LLP.](#)
- 23.3 [Consent of Gibson, Dunn & Crutcher LLP \(included in Exhibit 5.1\).](#)
- 24.1 [Power of Attorney \(contained on signature page hereto\).](#)
- 107 [Filing Fee Table \(incorporated by reference to Exhibit 107 of the Registrant's Registration Statement on Form S-1 filed with the SEC on December 14, 2022\).](#)

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<sup>†</sup> Certain portions of this exhibit have been redacted pursuant to Item 601(b)(2)(ii) and Item 601(b)(10)(iv) of Regulation S-K, as applicable. The Company agrees to furnish supplementally an unredacted copy of the exhibit to the Securities and Exchange Commission upon its request.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 July 25, 2023.

**GE HealthCare Technologies Inc.**

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

KNOW ALL PERSONS BY THESE PRESENTS, that each director whose signature appears below constitutes and appoints Frank R. Jimenez and Jenny L. Lauth, and each of them, his or her true and lawful attorney-in-fact and agent, acting alone, 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 sign any or all amendments to this Registration Statement, including post-effective amendments and registration statements filed pursuant to Rule 462(b) and otherwise, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as such person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on July 25, 2023.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter J. Arduini</u> Peter J. Arduini	Chief Executive Officer and Director (Principal Executive Officer)	July 25, 2023
<u>/s/ James K. Saccaro</u> James K. Saccaro	Chief Financial Officer (Principal Financial Officer)	July 25, 2023
<u>/s/ George A. Newcomb</u> George A. Newcomb	Chief Accounting Officer (Principal Accounting Officer)	July 25, 2023
<u>/s/ H. Lawrence Culp, Jr.</u> H. Lawrence Culp, Jr.	Chairman of the Board of Directors	July 25, 2023
<u>/s/ Rodney F. Hochman</u> Rodney F. Hochman	Director	July 25, 2023
<u>/s/ Lloyd W. Howell, Jr.</u> Lloyd W. Howell, Jr.	Director	July 25, 2023

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<u>/s/ Risa Lavizzo-Mourey</u> Risa Lavizzo-Mourey	Director	July 25, 2023
<u>/s/ Catherine Lesjak</u> Catherine Lesjak	Director	July 25, 2023
<u>/s/ Anne T. Madden</u> Anne T. Madden	Director	July 25, 2023
<u>/s/ Tomislav Mihaljevic</u> Tomislav Mihaljevic	Director	July 25, 2023
<u>/s/ William J. Stromberg</u> William J. Stromberg	Director	July 25, 2023
<u>/s/ Phoebe L. Yang</u> Phoebe L. Yang	Director	July 25, 2023



Gibson, Dunn & Crutcher LLP  
200 Park Avenue  
New York, NY 10166-0193  
Tel 212.351.4000  
www.gibsondunn.com

July 25, 2023

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

Re: *GE HealthCare Technologies Inc.*  
*Registration Statement on Form S-1 (File No. 333-268797)*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1, File No. 333-268797, as amended (the "Registration Statement"), of GE HealthCare Technologies Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration by the Company of 1,906,984 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, issuable in respect of awards to be 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 arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Registration Statement and the Plans, included as Exhibits 10.12, 10.13 and 10.14 to the Registration Statement, and the forms of award agreements (collectively, the "Agreements") relating to awards to be granted under the Plans, and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and delivered as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement No. 333-268797 on Form S-1 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. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP

Chicago, Illinois

July 25, 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, and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

Chicago, Illinois  
July 25, 2023