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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 1)\***

**Getty Images Holdings, Inc.**

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**(Name of Issuer)**

**Class A Common Stock, par value \$0.0001 per share**

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**(Title of Class of Securities)**

**374275105**

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**(CUSIP Number)**

**Jan D. Moehl**  
**c/o Getty Investments L.L.C., 5390 Kietzke Lane, Suite 202**  
**Reno, NV, 89511**  
**775-412-4300**

**Jeremiah J. Sullivan, Esq.**  
**c/o Sutton Place Investments, 101 Huntington Avenue, Suite 2100**  
**Boston, MA, 02199-7669**  
**617-217-3500**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**01/06/2025**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No. 374275105**

1 Name of reporting person  
 1 Getty Investments L.L.C.  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 OO  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
 Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power  
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
 178,026,504.00

9 Sole Dispositive Power  
 0.00

10 Shared Dispositive Power  
 178,026,504.00

11 Aggregate amount beneficially owned by each reporting person  
 178,026,504.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
 Percent of class represented by amount in Row (11)  
 43.3 %

14 Type of Reporting Person (See Instructions)  
 HC

**SCHEDULE 13D**

**CUSIP No.** 374275105

1 Name of reporting person  
 1 Cheyne Walk Master Fund 2 LP  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially 8

Owned by

178,026,504.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

178,026,504.00

Aggregate amount beneficially owned by each reporting person

11

178,026,504.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

43.3 %

Type of Reporting Person (See Instructions)

14

PN

## SCHEDULE 13D

**CUSIP No.** 374275105

Name of reporting person

1

Cheyne Walk Trust

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

NEVADA

Number of  
Shares

7

Sole Voting Power

Beneficially

0.00

Owned by

Shared Voting Power

Each

8

Reporting

178,026,504.00

9

Sole Dispositive Power

Person With: 0.00  
 Shared Dispositive Power  
 10  
 178,026,504.00  
 Aggregate amount beneficially owned by each reporting person  
 11  
 178,026,504.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)  
 12  
  
 Percent of class represented by amount in Row (11)  
 13  
 43.3 %  
 Type of Reporting Person (See Instructions)  
 14  
 OO

## SCHEDULE 13D

**CUSIP No.** 374275105

1 Name of reporting person  
 The October 1993 Trust  
 Check the appropriate box if a member of a Group (See Instructions)  
 2  
 (a)  
 (b)  
 3 SEC use only  
 Source of funds (See Instructions)  
 4  
 OO  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)  
 5  
  
 Citizenship or place of organization  
 6  
 JERSEY  
 Sole Voting Power  
 7  
 0.00  
 Number of Shares Beneficially Owned by Each Reporting Person With: 8  
 Shared Voting Power  
 5,089,413.00  
 Sole Dispositive Power  
 9  
 0.00  
 Shared Dispositive Power  
 10  
 5,089,413.00  
 Aggregate amount beneficially owned by each reporting person  
 11  
 5,089,413.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)  
 12  
  
 Percent of class represented by amount in Row (11)  
 13

1.2 %  
Type of Reporting Person (See Instructions)

14

OO

## SCHEDULE 13D

**CUSIP No.** 374275105

Name of reporting person

1

Mark Getty

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

IRELAND

Sole Voting Power

7

7,794,004.00

Number of  
Shares

Shared Voting Power

Beneficially 8

Owned by

183,580,002.00

Each

Sole Dispositive Power

Reporting 9

Person

7,794,004.00

With:

Shared Dispositive Power

10

183,580,002.00

Aggregate amount beneficially owned by each reporting person

11

191,374,006.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

46.6 %

Type of Reporting Person (See Instructions)

14

IN

## SCHEDULE 13D

**CUSIP No.** 374275105

1 Name of reporting person  
The Options Settlement  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 JERSEY  
Sole Voting Power

7  
Number of Shares Beneficially Owned by Each Reporting Person With: 0.00  
Shared Voting Power 464,085.00  
Sole Dispositive Power 0.00  
Shared Dispositive Power 464,085.00

8  
9  
10  
11 Aggregate amount beneficially owned by each reporting person  
464,085.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 0.1 %  
Type of Reporting Person (See Instructions)

14 OO

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock, par value \$0.0001 per share

Name of Issuer:

(b) Getty Images Holdings, Inc.

Address of Issuer's Principal Executive Offices:

(c) 605 5th Ave S., Suite 400, Seattle, WASHINGTON , 98104.

**Item 1 Comment:** This Amendment No. 1 (this "Amendment") amends and supplements the Statement on Schedule 13D, filed with the SEC by the Reporting Persons on September 6, 2022 (the "Original Statement"; as amended by this Amendment, this "Statement"), with respect to the Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), of Getty Images Holdings, Inc., a Delaware corporation (the "Issuer"). Share calculations are based on 411,074,838 shares of Class A Common Stock, of the Issuer as of November 5, 2024 as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission (the "SEC") on November 7,

2024, as amended. The Items below amend the information disclosed under the corresponding Items of the Original Statement as described below. Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Original Statement. Capitalized terms used herein without definition shall have the meaning set forth in the Original Statement.

Item 4. Purpose of Transaction

Item 4 of the Original Statement is hereby amended and supplemented as follows: As disclosed in the Current Report on Form 8-K filed by the Issuer with the SEC on January 7, 2025, on January 6 2025, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among the Issuer, Grammy Merger Sub 2, Inc., a Delaware corporation and wholly owned subsidiary of the Issuer ("Merger Sub 2"), Grammy Merger Sub 3, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of the Issuer ("Merger Sub 3"), Shutterstock, Inc., a Delaware corporation ("Shutterstock"), Grammy HoldCo, Inc., a Delaware corporation and a direct wholly owned subsidiary of Shutterstock ("HoldCo"), and Grammy Merger Sub One, Inc., Delaware corporation and a direct wholly owned subsidiary of HoldCo ("Merger Sub 1"), pursuant to which, subject to the terms and conditions set forth therein, (a) Merger Sub 1 will be merged with and into Shutterstock, with Shutterstock surviving such merger as a wholly owned subsidiary of HoldCo (the "First Merger"), immediately followed by a conversion of Shutterstock into a Delaware limited liability company (the "LLC Conversion"), (b) Merger Sub 2 will be merged with and into Holdco (the "Second Merger"), with HoldCo surviving the Second Merger as a wholly owned subsidiary of the Issuer and (c) immediately after the Second Merger, HoldCo will be merged with and into Merger Sub 3 (the "Third Merger", together with the First Merger, the LLC Conversion and the Second Merger, the "Transactions"), with Merger Sub 3 surviving the Third Merger as a wholly owned subsidiary of the Issuer. The Issuer's board of directors (the "Board") unanimously approved and declared advisable the Merger Agreement, the Transactions and the other transactions contemplated thereby and resolved to recommend that Issuer's stockholders approve the issuance (the "Getty Images Stock Issuance") of shares of the Class A Common Stock in connection with the Transactions. Delivery of Written Consent Following execution of the Merger Agreement, on January 7, 2025, each of the Reporting Persons and Koch Icon Investments, LLC (the "Koch Investor") executed and delivered to the Issuer a written consent, approving the Getty Images Stock Issuance. The Reporting Persons and the Koch Investor collectively own a majority of the outstanding shares of Class A Common Stock. No further approval of the Issuer's stockholders, including under NYSE rules, is required to approve the Getty Images Stock Issuance or the Transactions. Significant Stockholder Agreement Concurrently with the execution of the Merger Agreement, on January 6, 2025, the Reporting Persons, the Koch Investor and Jonathan Oringer entered into a Significant Stockholder Agreement (the "Significant Stockholder Agreement"). Pursuant to the Significant Stockholders Agreement, the Reporting Persons, the Koch Investor and Mr. Oringer agreed, among other things, to certain restrictions on transfers of their shares of Class A Common Stock following the closing of the Transactions (the "Closing"), including (a) any transfers during the 90 days following the Closing or (b) thereafter, to any direct competitor of the Issuer or any activist shareholder, in each case subject to certain exceptions (including in sales through open market transactions). These restrictions generally terminate based on certain beneficial ownership thresholds, as further described in the Significant Stockholders Agreement. Pursuant to the Significant Stockholder Agreement, the Reporting Persons and the Koch Stockholder are entitled, among other things, to certain rights to designate directors to the Board. Following the Closing, the Significant Stockholders Agreement provides (a) Getty Investments with the right to designate for nomination two individuals to the Board to serve in Class I and Class III, respectively, if the Reporting Persons beneficially own at least 12.5% of the voting power of the Issuer's securities, one individual to serve in either Class I or Class III if they beneficially own at least 5% but less than 12.5% of the voting power of the Issuer's securities, and no directors if they beneficially own less than 5% of the voting power of the Issuer's securities and (b) the Koch Investor with the right to designate for nomination one individual to the Board to serve in Class II if the Koch Investor beneficially owns at least 5% of the voting power of the Issuer's securities and no directors if the Koch Investor beneficially owns less than 5% of the voting power of the Issuer's securities. Additionally, for so long as Getty Investments is entitled to designate for nomination two individuals to the Board, it will be entitled to designate the Chairman of the Issuer's Board. The foregoing description of the Significant Stockholder Agreement does not purport to be complete and is qualified in its entirety by the Significant Stockholder Agreement, a copy of which is filed as Exhibit 99.1 hereto and is incorporated by reference herein. Letter Agreement Concurrently with the execution of the Merger Agreement, on January 6, 2025, the Reporting Persons entered into a letter agreement with the Issuer (the "Letter Agreement"), pursuant to which, among other things: (a) the Reporting Persons agreed to (i) certain restrictions on transfers of their shares of Class A Common Stock and associated voting rights (subject to certain exceptions) until the Expiration Time (as defined below) and (ii) cooperate with the Issuer in connection with (A) the termination of the Stockholders Agreement, to be effective at Closing, and (B) seeking regulatory approvals required in connection with the Transactions, in each case, until the earliest to occur of (1) the Closing, (2) the valid termination of the Merger Agreement in accordance with its terms, (3) the mutual written consent of the Issuer and the Reporting Persons or (4) the time of any modification, waiver or amendment to any provision of the Merger Agreement that increases the amount, changes the form or type (or mix thereof) of, removes or reduces any restrictions or conditions on Shutterstock's stockholders' right to receive, or otherwise adversely affects the form, type or amount of, all or any portion of the merger consideration payable by or on behalf of the Issuer pursuant to the Merger Agreement (the "Expiration Time"); and (b) the Issuer agreed to reimburse the Reporting Persons for certain expenses incurred in connection with the Transactions, up to an aggregate cap of \$400,000 (provided that such cap does not apply to expenses incurred in connection with litigation or regulatory approvals). The foregoing description of the Letter Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Letter Agreement, which is attached hereto as Exhibit 99.2 and incorporated by reference herein. Registration Rights Agreement Pursuant to the Merger Agreement, the Issuer has

agreed to enter into an amendment (the "Amended and Restated Registration Rights Agreement") to the existing Registration Rights Agreement, dated as of July 22, 2022, by and among the Issuer, Getty Investments, Mr. Getty, the October 1993 Trust, the Options Settlement and the other stockholders party thereto. Pursuant to the Amended and Restated Registration Rights Agreement, the Issuer will, within 90 days following the Closing, coordinate with the stockholders party to the Amended and Restated Registration Rights Agreement to complete an underwritten secondary offering of shares of Class A Common Stock beneficially owned by such stockholders. The Reporting Persons beneficially own Class A Common Stock for investment purposes and in support of the strategic relationship between the Issuer and the Reporting Persons. Subject to the agreements described herein, the Reporting Persons intend to review on a continuing basis their investment in the Issuer and may from time to time increase or decrease their investment in the Issuer depending upon the price and availability of the Issuer's securities, subsequent developments affecting the Issuer, the Issuer's business and prospects, other investment and business opportunities available to the Reporting Persons, general stock market and economic conditions, tax considerations and other factors, including activities which may relate to items described in paragraphs (a) through (j) of Item 4 of Schedule 13D. Notwithstanding anything contained herein, the Reporting Persons specifically reserve the right to change their intention with respect to any or all of such matters. Consistent with their investment intent, the Reporting Persons may engage in communications with third parties, including, without limitation, one or more financing sources, one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the Board regarding the Issuer, including but not limited to its operations, governance and control.

Item 5. Interest in Securities of the Issuer

- (a) Item 5 of the Original Statement is hereby amended and supplemented as follows: See the cover page of each Reporting Person.
- (b) Item 5 of the Original Statement is hereby amended and supplemented as follows: Mr. Getty has shared voting power over (i) the 178,026,504 shares of Class A Common Stock held by Getty Investments through his position as a director of Getty Investments and (ii) the 5,089,413 and 464,085 shares of Class A Common Stock held by the October 1993 Trust and the Options Settlement, respectively, by virtue of his indirect ownership in such entities.
- (c) Item 5 of the Original Statement is hereby amended and supplemented as follows: Except as described in this Amendment, the Reporting Persons have not effected any transactions in the Class A Common Stock during the past 60 days.
- (d) Item 5 of the Original Statement is hereby amended and supplemented as follows: Under certain circumstances, partners or members of the Reporting Persons, as the case may be, could have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Class A Common Stock owned by such Reporting Persons.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Original Statement is hereby amended and supplemented as follows: The responses to Item 4 of this Amendment are incorporated into this Item 6 by reference.

Item 7. Material to be Filed as Exhibits.

99.1 Significant Stockholders Agreement, dated as of January 6, 2025, by and among the Issuer, the Reporting Persons, the Koch Investor and Jonathan Oringer (incorporated by reference to Exhibit 10.2 of Getty Images Holdings, Inc.'s Current Report on Form 8-K, filed with the SEC on January 7, 2025). 99.2 Letter Agreement, dated as of January 6, 2025, by and among the Issuer and the Reporting Persons (incorporated by reference to Exhibit 10.3 of Getty Images Holdings, Inc.'s Current Report on Form 8-K, filed with the SEC on January 7, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Getty Investments L.L.C.

Signature: /s/ Jan D. Moehl

Name/Title: Officer

Date: 01/08/2025

Cheyne Walk Master Fund 2 LP

Signature: /s/ Jan D. Moehl

Name/Title: By: Sutton Place GP LLC, as general partner, Jan D. Moehl, Chief Investment Officer

Date: 01/08/2025

Cheyne Walk Trust

Signature: /s/ Jan D. Moehl

Name/Title: By: Remainderman Ltd., its trustee, Jan D. Moehl, Chief Investment Officer



Date: 01/08/2025

The October 1993 Trust

Signature: /s/ Zoe Anderson

Name/Title: By: R&H Trust Co (Jersey) Limited, as trustee,  
Zoe Anderson, Director

Date: 01/08/2025

Mark Getty

Signature: /s/ Mark Getty

Name/Title: Mark Getty

Date: 01/08/2025

The Options Settlement

Signature: /s/ Zoe Anderson

Name/Title: By: R&H Trust Co (Jersey) Limited, as trustee,  
Zoe Anderson, Director

Date: 01/08/2025