

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Babylon Holdings Limited

(Name of Issuer)

Class A ordinary shares, \$0.0000422573245084686 par value per share

(Title of Class of Securities)

G07031 100

(CUSIP Number)

November 3, 2022

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. **G07031 100**

1. Names of Reporting Persons
The Public Investment Fund

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Kingdom of Saudi Arabia

5. Sole Voting Power
75,769,746

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
75,769,746

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
75,769,746

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
12.3%⁽¹⁾

12. Type of Reporting Person (See Instructions)
OO

(1) Based on a total of 616,425,986 Class A ordinary shares, \$0.0000422573245084686 par value per share ("Class A ordinary shares"), of Babylon Holdings Limited (the "Issuer"), which includes (1) 346,863,905 Class A ordinary shares, outstanding as of October 11, 2022, as disclosed in Exhibit 10.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Securities and Exchange Commission on October 18, 2022, (2) 189,924,505 Class A ordinary shares (prior to rounding of fractional shares) issued in a private placement by the Issuer to certain investors, including the Reporting Person, on November 3, 2022 and (3) 79,637,576 Class A ordinary shares issued in a conversion of all of the outstanding 79,637,576 Class B ordinary shares, \$0.0000422573245084686 par value per share, on a one-for-one basis on November 3, 2022.

Item 1.

- (a) Name of Issuer
Babylon Holdings Limited
-
- (b) Address of Issuer's Principal Executive Offices
1 Knightsbridge Green, London, SW1X 7QA, United Kingdom
-

Item 2.

- (a) Name of Person Filing
The Public Investment Fund
-
- (b) Address of Principal Business Office or, if none, Residence
The Public Investment Fund, P.O. Box 6847, Riyadh 11452, Kingdom of Saudi Arabia
-
- (c) Citizenship
The Public Investment Fund – Kingdom of Saudi Arabia
-
- (d) Title of Class of Securities
Class A ordinary shares, \$0.0000422573245084686 par value per share
-
- (e) CUSIP Number
G07031 100
-

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
The Public Investment Fund – 75,769,746
-
- (b) Percent of class:
The Public Investment Fund – 12.3%
-
- (c) Number of shares as to which the person has:
-
- (i) Sole power to vote or to direct the vote
The Public Investment Fund – 75,769,746
-
- (ii) Shared power to vote or to direct the vote
The Public Investment Fund – 0
-

-
- (iii) Sole power to dispose or to direct the disposition of
The Public Investment Fund – 75,769,746
-
- (iv) Shared power to dispose or to direct the disposition of
The Public Investment Fund – 0
-

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Dated: November 14, 2022

THE PUBLIC INVESTMENT FUND

By: /s/ Turqi A. Alnowaiser

Name: Turqi A. Alnowaiser

Title Deputy Governor and Head of International Investments

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).
