

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Babylon Holdings Limited

(Name of Issuer)

Class A ordinary shares, \$0.001056433113 par value per share

(Title of Class of Securities)

G07031 209

(CUSIP Number)

December 31, 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 209**

1. Names of Reporting Persons
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
3,030,789⁽¹⁾

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
3,030,789⁽¹⁾

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,030,789⁽¹⁾

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
-
11. Percent of Class Represented by Amount in Row (9)
12.2%⁽²⁾
-
12. Type of Reporting Person (See Instructions)
OO
-
- (1) Such amount reflects a 1-for-25 reverse share split effected by Babylon Holdings Limited(the “Issuer”) on December 15, 2022, as described in the Form 6-K filed by the Issuer with the Securities and Exchange Commission (the “SEC”) on December 8, 2022 (the “Reverse Share Split”).
- (2) Based on a total of 24,805,317 Class A ordinary shares, \$0.001056433113 par value per share (“Class A ordinary shares”), of the Issuer. Such amount was derived by dividing the 620,132,944 Class A ordinary shares reported by the Issuer to be outstanding as of November 15, 2022 in its prospectuses, each dated as of December 5, 2022 (Registration Nos. 333-264594 and 333-268551), by 25 to reflect the Reverse Share Split.
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Item 1.

- (a) Name of Issuer
Babylon Holdings Limited
-
- (b) Address of Issuer’s Principal Executive Offices
2500 Bee Cave Road, Building 1—Suite 400, Austin, TX 78746
-

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, \$0.001056433113 par value per share
-
- (e) CUSIP Number
G07031 209
-

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 – 3,030,789
-
- (b) Percent of class:
The Public Investment Fund – 12.2%
-
- (c) Number of shares as to which the person has:
-
- (i) Sole power to vote or to direct the vote
The Public Investment Fund – 3,030,789
-

- | | |
|-------|---|
| (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 – 3,030,789 |
| (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: February 14, 2023

THE PUBLIC INVESTMENT FUND

By: /s/ David Brinton
Name: David Brinton
Title: Attorney-in-fact*

* David Brinton is signing on behalf of Public Investment Fund as attorney-in-fact, pursuant to that certain Power of Attorney, dated as of December 27, 2022, attached hereto and filed as Exhibit No. 24.1 to this statement and incorporated herein by reference.

ATTENTION

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints David Brinton, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute, acknowledge, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as a stockholder of Babylon Holdings Limited (the "Company"), any and all forms, schedules, statements and other documents which the undersigned is required to file with the U.S. Securities and Exchange Commission (the "SEC");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, execute and timely file such report with the SEC and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder, as amended.

This Power of Attorney shall remain in full force and effect until the earlier to occur of: (a) the date on which the undersigned no longer has filing obligations with respect to the Company pursuant to Sections 13 and 16 of the Exchange Act and (b) revocation by the undersigned, at any time for any reason, with or without cause, in a written notice (including by certified mail, by email or in person) delivered to such attorney-in-fact.

This Power of Attorney shall be governed by and construed in accordance with the laws of the State of New York, without regard to the conflict of law provisions thereof (other than Section 5-1401 of the General Obligations Law and any successor statute thereto). Any legal suit, action or proceeding arising out of or based upon this Power of Attorney may be instituted only in the federal courts of the United States of America located in the Borough of Manhattan in the City of New York or the courts of the State of New York in each case located in the Borough of Manhattan in the City of New York, and the Stockholder irrevocably submits to the exclusive jurisdiction (except for proceedings instituted in regard to the enforcement of a judgment of any such court, as to which such jurisdiction is non-exclusive) of such courts in any such suit, action or proceeding.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of December, 2022.

Public Investment Fund

By: /s/ Turqi A. Alnowaiser

Name: Turqi A. Alnowaiser

Title: Deputy Governor and Head of International Investments
