

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Humphreys David James</u> (Last) (First) (Middle) <u>1 KNIGHTSBRIDGE GREEN</u> (Street) <u>LONDON</u> <u>X0</u> <u>SW1X 7QA</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Babylon Holdings Ltd [BBLN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A ordinary shares	05/12/2023		M		177	A	(1)	23,073	D	
Class A ordinary shares	05/12/2023		F		84 ⁽²⁾	D	\$1.07	22,989	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted share units	(1)	05/12/2023		M		177	(3)	(3)	Class A ordinary shares	177	\$1.07	2,103	D	

Explanation of Responses:

1. The Class A ordinary shares reported were issued upon settlement of the restricted share units ("RSUs"), each representing a contingent right to receive one Class A ordinary share.
2. Exempt transaction pursuant to Rule 16b-3(e): payment of tax liability by pre-planned automatic withholding by the Issuer of a portion of the shares received by the Reporting Person upon the vesting and issuance of shares in settlement of RSUs. All of the shares reported as disposed of on this line were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay the Reporting Person's federal and state tax withholding tax obligations resulting from the vesting and settlement of the RSUs.
3. The RSUs were awarded under the 2021 Plan and are made up of three separate awards. The first award for 1,373 Class A ordinary shares vests on March 14, 2025. The second award for 709 Class A ordinary shares vests in equal quarterly installments beginning January 22, 2023. The third award for 406 Class A ordinary shares vests in equal quarterly installments beginning March 14, 2023. Vested RSUs will be settled in shares or cash as soon as administratively practicable after vesting, but in no event more than 60 days after the RSUs' vesting date.

Remarks:

/s/ David James Humphreys 05/16/2023
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.