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

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**SCHEDULE 13D**

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

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**Thoughtworks Holding, Inc.**

(Name of Issuer)

**Common Stock, \$0.001 par value**  
(Title of Class of Securities)

**88546E105**  
(CUSIP Number)

**Salim Nathoo  
Rohan Haldea  
c/o Apax Partners LLP  
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London SW1X  
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United Kingdom  
Tel. +44-20-7872-6300**

**Copies to:**

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Joshua N. Korff, P.C.  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, NY 10022  
(212) 446-4800**

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

**November 13, 2024**  
(Date of Event Which Requires Filing of this Statement)

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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.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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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 disclosures provided in a prior cover page.

\* 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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|--|---|--------------------------|
| 1  | NAMES OF REPORTING PERSONS  |                          |
|  | Turing EquityCo II L.P.   |                          |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)<br>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |                          |
| 3  | SEC USE ONLY  |                          |
| 4  | SOURCE OF FUNDS   |                          |
|  | OO  |                          |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)  |                          |
|  | <input type="checkbox"/>  |                          |
| 6  | CITIZENSHIP OR PLACE OR ORGANIZATION  |                          |
|  | Guernsey  |                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7   | SOLE VOTING POWER        |
|  |   | None                     |
|  | 8   | SHARED VOTING POWER      |
|  |   | 0                        |
|  | 9   | SOLE DISPOSITIVE POWER   |
|  |   | None                     |
|  | 10  | SHARED DISPOSITIVE POWER |
|  |   | 0                        |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                          |
|  | 0   |                          |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  |                          |
|  | <input type="checkbox"/>  |                          |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |                          |
|  | 0%  |                          |
| 14   | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)   |                          |
|  | PN  |                          |

|  |   |                          |
|--|---|--------------------------|
| 1  | NAMES OF REPORTING PERSONS  |                          |
|  | Apax IX GP Co. Limited  |                          |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)<br>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |                          |
| 3  | SEC USE ONLY  |                          |
| 4  | SOURCE OF FUNDS   |                          |
|  | OO  |                          |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)  |                          |
|  | <input type="checkbox"/>  |                          |
| 6  | CITIZENSHIP OR PLACE OR ORGANIZATION  |                          |
|  | Guernsey  |                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7   | SOLE VOTING POWER        |
|  |   | None                     |
|  | 8   | SHARED VOTING POWER      |
|  |   | 0                        |
|  | 9   | SOLE DISPOSITIVE POWER   |
|  |   | None                     |
|  | 10  | SHARED DISPOSITIVE POWER |
|  |   | 0                        |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                          |
|  | 0   |                          |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  |                          |
|  | <input type="checkbox"/>  |                          |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |                          |
|  | 0%  |                          |
| 14   | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)   |                          |
|  | OO  |                          |

## Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D (“Amendment No. 1”) amends and supplements the Schedule 13D filed by the Reporting Persons on August 7, 2024 (as amended and supplemented, the “Schedule 13D”). Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule 13D. Capitalized terms used but not otherwise defined in this Amendment No. 1 shall have the meanings ascribed to them in the Schedule 13D.

## Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

### Merger Closing

On November 13, 2024, at the effective time of the Merger (the “Effective Time”), each share of Common Stock that was issued and outstanding as of immediately prior to the Effective Time (other than such shares (a) owned directly or indirectly by Parent or Merger Sub or (b) held by any holders of shares of Common Stock who have neither voted in favor of the Merger nor consented thereto in writing and who have properly and validly exercised (and not withdrawn) their statutory right of appraisal in respect of such shares in accordance with the General Corporation Law of the State of Delaware) were cancelled and extinguished and automatically converted into the right to receive cash in an amount equal to the Per Share Price, less any applicable tax withholdings.

The Common Stock was suspended from trading on the Nasdaq Global Select Market (“Nasdaq”) prior to the opening of trading on November 13, 2024. In addition, Nasdaq has filed with the SEC a Notification of Removal from Listing and/or Registration under Section 12(b) of the Act on Form 25 to delist and deregister the Company Common Stock from Nasdaq. As a result, the Common Stock will no longer be listed on Nasdaq.

This description of the consummation of the transactions contemplated by the Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is filed as Exhibit 1 to that 13D filed August 7, 2024, and is incorporated by reference into this Item 4.

## Item 5. Interest in Securities of the Issuer

(a)-(c) and (e) of the Schedule 13D are hereby amended in their entirety as follows:

- (a)-(b) The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference. To the extent the Reporting Persons, together with other securityholders of the Company, previously comprised a “group” within the meaning of Section 13(d)(3) of the Act, any such group dissolved.
- (c) Except as otherwise set forth in this Statement, none of the Reporting Persons have effected any transactions with respect to the Common Stock within the prior 60 days.
- (e) On November 13, 2024, the Reporting Persons ceased to hold 5% of the outstanding shares of Common Stock and, upon effectiveness of the Company’s delisting and deregistration, all reporting obligations pursuant to Section 13 or 15(d) will cease.

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

Item 6 of the Schedule 13D is hereby amended and supplemented to incorporate by reference the information set forth in Item 4 of this Amendment under the header “Merger Closing.”

**Item 7. Material to be Filed as Exhibits**

Exhibit 99.1 Press Release, dated November 13, 2024 (incorporated by reference to Exhibit 99.1 of the Company’s Current Report on Form 8-K, filed November 13, 2024.

**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 15, 2024

TURING EQUITYCO II L.P.

By: TURING GP CO. LIMITED  
Its: General Partner

/s/ Robert Guilbert

Name: Robert Guilbert

Title: Director

APAX IX GP CO. LIMITED

/s/ Jeremy Latham

Name: Jeremy Latham

Title: Director