

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

**SCHEDULE 13G**

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

**Graham Holdings Company**

(Name of Issuer)

**COM**

(Title of Class of Securities)

**384637104**

(CUSIP Number)

**12/31/15**

(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).

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Schroder Investment Management Ltd	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United Kingdom	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 130,174
	<b>6</b>	<b>SHARED VOTING POWER</b> 0
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 130,174
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 130,174	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 2.229% of outstanding shares	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> FI	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Schroder Investment Management North America Inc.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 102,700
	<b>6</b>	<b>SHARED VOTING POWER</b> 0
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 102,700
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 102,700	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 1.758% of outstanding shares	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IA	

**Item 1.**

- (a) Name of Issuer  
**Graham Holdings Company (COM)**
- 
- (b) Address of Issuer's Principal Executive Offices
- 

**Item 2.**

- (a) Name of Person Filing  
**Schroder Investment Management North America Inc.**
- 
- (b) Address of Principal Business Office or, if none, Residence  
**875 Third Ave, 22<sup>nd</sup> Floor  
New York, NY 10022**
- 
- (c) Citizenship  
**USA**
- 
- (d) Title of Class of Securities  
**COM**
- 
- (e) CUSIP Number  
**384637104**
- 

**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. 78e).
- (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 associations 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)  Group,in accordance with §240.13d-1(b)(1)(ii)(J).

**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: 232,874

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(b) Percent of class: 3.987% of outstanding shares

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(c) Number of shares as to which the person has:

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(i) Sole power to vote or to direct the vote  
0

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(ii) Shared power to vote or to direct the vote  
232,874

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(iii) Sole power to dispose or to direct the disposition of  
0

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(iv) Shared power to dispose or to direct the disposition of  
232,874

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**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 .

Not applicable.

**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**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Schroder Investment Management Ltd., and Schroder Investment Management North America Inc., are registered investment adviser with their respective home country regulator and under common control with the adviser. Schroder Investment Management Ltd. is located in the United Kingdom at 31 Gresham Street, London EC2V 7QA. Schroder Investment Management North America Inc. is located in the United States at 875 Third Avenue, New York, NY 10022. Schroder Investment Management North America Inc. disclaims the existence of a group.

**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 acquired and are held in the ordinary course of business and 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.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 10, 2016

By: /s/ Karl Dasher\*\*

Name: Karl Dasher\*\*

Title: Chief Executive Officer

Schroder Investment Management North America Inc

\*\* Authorized by Power of Attorney to sign on behalf of the following  
Advisor:

Schroder Investment Management Ltd