SEC Form 3 FORM 3

# UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 <sup>*</sup><br>O'Shaughnessy Laura  | Requiring<br>(Month/Da  | 2. Date of Event<br>Requiring Statement<br>(Month/Day/Year)<br>09/03/2024 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Graham Holdings Co</u> [ GHC ] |  |  |   |   |   |  |  |
|--|---|---|--|--|---|---|---|--|--|
| (Last) (First) (Middle)<br>1300 NORTH 17TH STREET  |   |   | 4. Relationship of Reporting<br>Issuer<br>(Check all applicable)                 | -                                      |   |   | 5. If Amendment, Date of Original<br>Filed (Month/Day/Year) |  |  |
| SUITE 1700   | _   |   | Director<br>Officer (give<br>title below)  | 10% O<br>Other (<br>below)             | (specify (                                | 6. Individual or Joint/Group Filing<br>(Check Applicable Line)<br>Form filed by One Reporting |   |  |  |
| (Street)<br>ARLINGTON VA 22209   | _   |   |  |  |   |   | Person<br>Form filed by More than One<br>Reporting Person   |  |  |
| (City) (State) (Zip)   |   |   |  |  |   |   |   |  |  |
| Table I - Non-Derivative Securities Beneficially Owned   |   |   |  |  |   |   |   |  |  |
| 1. Title of Security (Instr. 4)  |   |   | 2. Amount of Securities<br>Beneficially Owned (Instr.<br>4)                      | Form: D<br>(D) or In                   |   |   | 4. Nature of Indirect Beneficial<br>Ownership (Instr. 5)    |  |  |
| Class B Common Stock   |   |   | 4,099  | E                                      |   |   |   |  |  |
| Class B Common Stock   |   |   | 2,700  | D                                      | D   |   |   |  |  |
| Class B Common Stock   |   |   | 16,156   | I                                      | I Spo                                     |   | pouse <sup>(2)</sup>  |  |  |
| Class B Common Stock   |   |   | 5,600  | I                                      | I T                                       |   | Trust <sup>(3)</sup>  |  |  |
| Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities) |   |   |  |  |   |   |   |  |  |
| 1. Title of Derivative Security (Instr. 4)   | itle of Derivative Security (Instr. 4)<br>Expiration Date<br>(Month/Day/Year) |   | 3. Title and Amount of Securitie<br>Underlying Derivative Security<br>(Instr. 4) |  | 4.<br>Conversio<br>or Exercis<br>Price of |   |   | 6. Nature of<br>Indirect Beneficial<br>Ownership (Instr.<br>5) |  |
|  | Date<br>Exercisable   | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of<br>Shares | Derivative<br>Security                    |   | or Indirect<br>(I) (Instr. 5)                               | 57   |  |
| Class A Common Stock   | (1)   | (1)   | Class B Common<br>Stock  | 2,700                                  | (1)                                       |   | D   |  |  |
| Stock Option (Right to Buy)  | (1)   | (1)   | Class B Common<br>Stock  | 132,415                                | (1)                                       | )   | Ι   | Spouse <sup>(4)</sup>  |  |

#### **Explanation of Responses:**

1. Shares of Class A Common Stock are convertible into shares of Class B Common Stock at any time on a one-for-one basis and have no expiration date.

2. The reporting person has no voting or investment power with respect to such shares. The reporting person disclaims beneficial ownership of the reported securities.

3. The reporting person's spouse is a trustee of such trust. The reporting person is a beneficiary of such trust but has no voting or investment power with respect to the shares held in such trust. The reporting person disclaims beneficial ownership of the reported securities.

4. The reporting person's spouse has the right to purchase 132,415 shares of Class B Common Stock, pursuant to stock options. The reporting person disclaims beneficial ownership of the reported securities.

#### **Remarks:**

Exhibit 24 - Power of Attorney for Laura G. O'Shaughnessy

/s/ Nicole Maddrey, attorney-in-fact \*\* Signature of Reporting Person

09/05/2024

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 5 (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.

### **POWER OF ATTORNEY**

## For Executing Section 16 Forms, Form 144 and Schedule 13D or 13G

KNOW ALL BY THESE PRESENTS that the undersigned, a director, executive officer or beneficial owner of more than five percent of the equity securities of Graham Holdings Company, a Delaware corporation (hereinafter called the "Company"), hereby appoints NICOLE MADDREY, WALLACE COONEY, and SANDRA STONESIFER, and each of them, the undersigned's true and lawful attorneys-in-fact and agents with full power to act without the other and with full power of substitution and re-substitution, to execute, deliver and file, for the undersigned and in the undersigned's name, place and stead, any and all statements, reports and forms, and any and all amendments and supplements thereto, required to be filed with the Securities and Exchange Commission (a) under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations adopted thereunder, (b) Form 144, and (c) Schedule 13D or Schedule 13G, in each case as the same may be amended from time to time, with respect to the ownership and changes in ownership of equity securities of the Company and derivatives of such equity securities, hereby granting to said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Schedule 13D or Schedule 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless (i) earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, or (ii) with respect to each individual attorney-in-fact, upon their retirement or termination of employment with the Company. The undersigned agrees that such attorneys-in-fact may rely entirely on information furnished orally or in writing by the undersigned to the attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

/s/ Laura G. O'Shaughnessy Laura G. O'Shaughnessy

Date: 6/7/2024