

**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* <u>O'Shaughnessy Laura</u> _____ (Last) (First) (Middle) 1300 NORTH 17TH STREET SUITE 1700 _____ (Street) ARLINGTON VA 22209 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/03/2024	3. Issuer Name and Ticker or Trading Symbol <u>Graham Holdings Co [ GHC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock	4,099	D	
Class B Common Stock	2,700	D	
Class B Common Stock	16,156	I	Spouse <sup>(2)</sup>
Class B Common Stock	5,600	I	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)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Common Stock	(1)	(1)	Class B Common Stock	2,700	(1)	D	
Stock Option (Right to Buy)	(1)	(1)	Class B Common Stock	132,415	(1)	I	Spouse <sup>(4)</sup>

**Explanation of Responses:**

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

09/05/2024

\*\* 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 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.

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