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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

QuidelOrtho Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

219798105

(CUSIP Number)

Jeffrey Ferguson

The Carlyle Group

1001 Pennsylvania Avenue, NW

Suite 220 South

Washington, D.C. 20004

(202) 729-5626

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

November 19, 2024

(Date of Event Which Requires Filing of This Statement)

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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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).

1 Names of Reporting Persons

The Carlyle Group Inc.

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH**

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0.0%

14 Type of Reporting Person

CO

1 Names of Reporting Persons

Carlyle Holdings II GP L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH**

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0.0%

14 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

Carlyle Holdings II L.L.C.

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(a)
(b)

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4 Source of Funds (See Instructions)

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6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

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REPORTING
PERSON
WITH**

8 Shared Voting Power

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9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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13 Percent of Class Represented by Amount in Row (11)

0.0%

14 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

CG Subsidiary Holdings L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

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REPORTING
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WITH**

8 Shared Voting Power

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10 Shared Dispositive Power

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13 Percent of Class Represented by Amount in Row (11)

0.0%

14 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

TC Group Cayman Investment Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

0

**NUMBER OF
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BENEFICIALLY
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REPORTING
PERSON
WITH**

8 Shared Voting Power

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10 Shared Dispositive Power

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14 Type of Reporting Person

PN

1 Names of Reporting Persons

TC Group Cayman Investment Holdings Sub L.P.

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH**

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0.0%

14 Type of Reporting Person

PN

1 Names of Reporting Persons

TC Group VI Cayman, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

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Delaware

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10 Shared Dispositive Power

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14 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

TC Group VI Cayman, L.P.

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(b)

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0.0%

14 Type of Reporting Person

PN

1 Names of Reporting Persons

Carlyle Partners VI Cayman Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

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13 Percent of Class Represented by Amount in Row (11)

0.0%

14 Type of Reporting Person

PN

Explanatory Note

This Amendment No. 7 to Schedule 13D (this “Amendment No. 7”) amends and supplements the statement on Schedule 13D filed with the United States Securities and Exchange Commission (the “SEC”) on June 6, 2022 (the “Schedule 13D”), relating to the common stock, par value \$0.001 per share (the “Common Stock”), of QuidelOrtho Corporation, a Delaware corporation (the “Issuer”), whose principal executive office is located at 9975 Summers Ridge Road, San Diego, California 92121. Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

Underwriting Agreement

On November 19, 2024, the Issuer, Carlyle Partners VI Cayman Holdings, L.P. (“Carlyle Partners VI Cayman”) and Goldman Sachs & Co. LLC, as underwriter (the “Underwriter”), entered into an underwriting agreement (the “Underwriting Agreement”), pursuant to which the Underwriter agreed to purchase from Carlyle Partners VI Cayman, subject to and upon the terms and conditions set forth therein, 8,260,183 shares of Common Stock at a price of \$35.314 per share (the “Secondary Offering”). On November 21, 2024, the Secondary Offering closed.

The above description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such agreement, which is filed as an exhibit hereto and incorporated herein by reference.

Termination of Principal Stockholders Agreement

Upon consummation of the Secondary Offering and in accordance with the terms of the Principal Stockholders Agreement, dated as of December 22, 2021, by and among Coronado Topco, Inc., Quidel Corporation, Ortho Clinical Diagnostics Holdings plc and Carlyle Partners VI Cayman (the “Principal Stockholders Agreement”), (i) each of James R. Prutow and Robert R. Schmidt, who served as the designees of Carlyle Partners VI Cayman to the Issuer’s board of directors (the “Board”), resigned as members of Board; and (ii) the Principal Stockholders Agreement terminated pursuant to its terms (other than with respect to certain surviving rights to indemnification).

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) – (b)

This amendment to Schedule 13D is being filed on behalf of the Reporting Persons to report that, as of November 21, 2024, the Reporting Persons do not beneficially own any shares of Common Stock.

- (c) During the past 60 days, none of the Reporting Persons or the Related Persons have effected any transactions in the Common Stock, other than as described in Item 4 above.
- (d) None.
- (e) As of November 21, 2024, the Reporting Persons ceased to be the beneficial owners of more than five percent of the outstanding Common Stock.

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 as follows:

Item 4 above summarizes certain provisions of the Underwriting Agreement and is incorporated herein by reference. A copy of this agreement is attached as an exhibit hereto and incorporated herein by reference.

Except as set forth herein, none of the Reporting Persons or Related Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Exhibit Number	Description
5	<u>Underwriting Agreement, dated as of November 19, 2024, by and among the Issuer, Carlyle Partners VI Cayman Holdings, L.P. and Goldman Sachs & Co. LLC (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer on November 21, 2024).</u>

SIGNATURES

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.

Date: November 21, 2024

The Carlyle Group Inc.

By: /s/ Anne Frederick, attorney-in-fact

Name: John C. Redett

Title: Chief Financial Officer

Carlyle Holdings II GP L.L.C.

By: The Carlyle Group Inc., its sole member

By: /s/ Anne Frederick, attorney-in-fact

Name: John C. Redett

Title: Chief Financial Officer

Carlyle Holdings II L.L.C.

By: /s/ Anne Frederick, attorney-in-fact

Name: John C. Redett

Title: Managing Director

CG Subsidiary Holdings L.L.C.

By: /s/ Anne Frederick, attorney-in-fact

Name: John C. Redett

Title: Managing Director

TC Group Cayman Investment Holdings, L.P.

By: CG Subsidiary Holdings L.L.C., its general partner

By: /s/ Anne Frederick, attorney-in-fact

Name: John C. Redett

Title: Managing Director

TC Group Cayman Investment Holdings Sub L.P.

By: TC Group Cayman Investment Holdings, L.P., its general partner

By: CG Subsidiary Holdings L.L.C., its general partner

By: /s/ Anne Frederick, attorney-in-fact

Name: John C. Redett

Title: Managing Director

TC Group VI Cayman, L.L.C.

By: /s/ Robert Rosen

Name: Robert Rosen

Title: Vice President

TC Group VI Cayman, L.P.

By: TC Group VI Cayman, L.L.C., its general partner

By: /s/ Robert Rosen

Name: Robert Rosen

Title: Vice President

Carlyle Partners VI Cayman Holdings, L.P.

By: TC Group VI Cayman, L.P., its general partner

By: TC Group VI Cayman, L.L.C., its general partner

By: /s/ Robert Rosen

Name: Robert Rosen

Title: Vice President