

TURING HOLDING CORP.

Reported by
PARSONS REBECCA J

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 09/14/21 for the Period Ending 09/14/21

Address	200 EAST RANDOLPH STREET, 25TH FLOOR CHICAGO, IL, 60601
Telephone	312-373-1000
CIK	0001866550
SIC Code	7371 - Services-Computer Programming Services
Fiscal Year	12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * Parsons Rebecca J	2. Date of Event Requiring Statement (MM/DD/YYYY) 9/14/2021	3. Issuer Name and Ticker or Trading Symbol Turing Holding Corp. [TWKS]
(Last) (First) (Middle) C/O TURING HOLDING CORP., 200 EAST RANDOLPH STREET, 25TH FLOOR	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer /	
(Street) CHICAGO, IL 60601	5. If Amendment, Date Original Filed (MM/DD/YYYY)	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
(City) (State) (Zip)		

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)
Common Stock	680728	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: 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			
Options to purchase common stock	(1)	(1)	Common Stock	846951.32 (1)	\$2.29	D	
Options to purchase common stock	(1)	(1)	Common Stock	154491.57 (1)	\$2.48	D	
Options to purchase common stock	(1)	(1)	Common Stock	12463 (1)	\$5.16	D	
Stock appreciation rights	(2)	(2)	Common Stock	2005 (2)	(2)	D	

Explanation of Responses:

- (1) Represents Options on Class C Common Stock of Turing Holding Corp. (the "Company"), which will become options on the Company's common stock upon completion of the Company's initial public offering (the "IPO"). The reported securities were received, pursuant to the methodology and conversion ratio set forth in the registration statement filed by the Issuer with the SEC on September 7, 2021 relating to the offering reorganization transactions (the "Transactions"), with a portion of the reported securities fully vested on the date of the Transactions and a portion that remains subject to vesting terms that applied to the pre-conversion options held by the Reporting Person prior to the Transactions.
- (2) The reported securities represent stock appreciation rights ("SARs") with respect to the Class C Common Stock of the Company, which will become SARs on the Company's common stock upon completion of the IPO. The reported securities were received, pursuant to the methodology and conversion ratio set forth in the registration statement filed by the Issuer with the SEC on September 7, 2021 relating to the Transactions.

Remarks:

Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parsons Rebecca J C/O TURING HOLDING CORP. 200 EAST RANDOLPH STREET, 25TH FLOOR CHICAGO, IL 60601			Chief Technology Officer	

Signatures/s/ Christine McKillip as Attorney-in-Fact for the Reporting Person9/14/2021

**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.

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 control number.

POWER OF ATTORNEY

September 9, 2021

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Martin O'Brien, Ramona Mateiu, Erin Cummins and Christine McKillip, each signing singly, and with full power of substitution, as the undersigned's true and lawful attorneys-in-fact to:

- (i) prepare and execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID (Application for EDGAR Codes) or a Passphrase Renewal Application, including any amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC;
- (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID or Passphrase Renewal Application and timely file such form with the SEC;
- (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in each such attorney-in-fact's discretion;
- (iv) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer or beneficial owner of shares of stock of Turing Holding Corp., a Delaware corporation (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreements) required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), and any Form 3, 4 and 5 and any amendments, supplements or exhibits thereto required to be filed by the undersigned under Section 16(a) of the Exchange Act;
- (v) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, 4 or 5 and timely file such forms with the SEC and any stock exchange on which the stock of the Company is then listed; and
- (vi) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in each such attorney-in-fact's discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Signature Page to Follow]

* * * * *

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

/s/ Rebecca J. Parsons

Dr. Rebecca J. Parsons