

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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'Loughlin Mary</u> (Last) (First) (Middle) <u>100 CENTERVIEW DRIVE</u> <u>SUITE 300</u> (Street) <u>NASHVILLE TN 37214</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/14/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>HireRight Holdings Corp [HRT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, North America</u>	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 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)
<u>Common Stock</u>	<u>3,432⁽¹⁾</u>	<u>D</u>	

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				
<u>Stock Option</u>	<u>(2)</u>	<u>02/01/2029⁽²⁾</u>	<u>Common Stock</u>	<u>6,262</u>	<u>15.97</u>	<u>D</u>
<u>Stock Option</u>	<u>(3)</u>	<u>06/01/2029⁽³⁾</u>	<u>Common Stock</u>	<u>23,482</u>	<u>15.97</u>	<u>D</u>
<u>Stock Option⁽⁴⁾</u>	<u>(4)</u>	<u>02/01/2029⁽⁴⁾</u>	<u>Common Stock</u>	<u>6,262</u>	<u>15.97</u>	<u>D</u>
<u>Stock Option⁽⁵⁾</u>	<u>(5)</u>	<u>06/01/2029⁽⁵⁾</u>	<u>Common Stock</u>	<u>23,482</u>	<u>15.97</u>	<u>D</u>
<u>Stock Option</u>	<u>(6)</u>	<u>10/28/2031⁽⁶⁾</u>	<u>Common Stock</u>	<u>39,414</u>	<u>19</u>	<u>D</u>
<u>Restricted Stock Unit (RSU)⁽⁷⁾</u>	<u>(8)</u>	<u>(8)</u>	<u>Common Stock</u>	<u>9,079</u>	<u>0</u>	<u>D</u>
<u>Restricted Stock Unit (RSU)⁽⁷⁾</u>	<u>(9)</u>	<u>(9)</u>	<u>Common Stock</u>	<u>39,421</u>	<u>0</u>	<u>D</u>
<u>Performance-based Restricted Stock Unit (PSU)</u>	<u>(10)</u>	<u>(10)</u>	<u>Common Stock</u>	<u>35,273</u>	<u>0</u>	<u>D</u>
<u>Restricted Stock Unit (RSU)⁽⁷⁾</u>	<u>(11)</u>	<u>(11)</u>	<u>Common Stock</u>	<u>18,348</u>	<u>0</u>	<u>D</u>

Explanation of Responses:

- Represents 3,026 shares issued upon vesting of Restricted Stock Units as well as shares purchased pursuant to the Issuer's Employee Stock Purchase Plan.
- Stock option granted on February 1, 2019, of which 25% vested and became exercisable on February 1, 2020, and the remaining 75% vested and became exercisable in 12 equal installments thereafter.
- Stock option granted on June 1, 2019, of which 25% vested and became exercisable on June 1, 2020, and the remaining 75% vested and became exercisable in 12 equal installments thereafter.
- This option to purchase shares of the Issuer's common stock was originally issued to the reporting person pursuant to an agreement dated February 1, 2019. The option's original terms provided for vesting based upon the cash-on-cash return received by the Issuer's pre-IPO investors on their investment in the Issuer. To retain and motivate the reporting person, the compensation committee of the Issuer's board of directors offered to the reporting person an amendment to the option to change its vesting to service-based vesting in 12 equal quarterly installments beginning on March 31, 2022 and ending December 31, 2024 if the recipient remains in service. The reporting person accepted the amendment. For more information, see the Issuer's Current Report on Form 8-K filed with the SEC on March 24, 2022.
- This option to purchase shares of the Issuer's common stock was originally issued to the reporting person pursuant to an agreement dated June 1, 2019. The option's original terms provided for vesting based upon the cash-on-cash return received by the Issuer's pre-IPO investors on their investment in the Issuer. To retain and motivate the reporting person, the compensation committee of the Issuer's board of directors offered to the reporting person an amendment to the option to change its vesting to service-based vesting in 12 equal quarterly installments beginning on March 31, 2022 and ending December 31, 2024 if the recipient remains in service. The reporting person accepted the amendment. For more information, see the Issuer's Current Report on Form 8-K filed with the SEC on March 24, 2022.
- Stock option granted on October 28, 2021, of which 25% vested and became exercisable on October 28, 2022, and the remaining 75% will vest and become exercisable in 12 equal installments thereafter, subject to continued employment through the applicable vesting date.
- Each restricted stock unit (RSU) represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.
- 12,105 restricted stock units (RSUs) were originally granted on October 28, 2021 under the Company's 2021 Omnibus Incentive Plan, of which 25% vested on November 20, 2022, and 75% generally vesting on each of November 20, 2023, November 20, 2024, and November 20, 2025, subject to continued employment through the vesting date.
- 39,421 restricted stock units (RSUs) were originally granted on November 7, 2022 under the Company's 2021 Omnibus Incentive Plan, which will vest on each of November 20, 2023, November 20, 2024, and November 20, 2025, subject to continued employment through the vesting date.
- Performance-based restricted stock unit ("PSU") award for 35,273 units (the "Nominal Share Amount") granted on March 20, 2023, which generally vests on March 20, 2026, based on the attainment of absolute total stockholder return ("TSR") of between 75% and 125% on the stock price on the grant date (i.e.: \$10.90) over a period of three years from the grant date and subject to continued employment through the vesting date. If TSR is less than 75%, then all of the PSUs will lapse without further consideration. If TSR is greater than 125% of the target, then the PSUs will vest to 125% of the Nominal Share Amount. If TSR is between 75% and 125% of target, then the PSUs will vest to a number of shares equal to the product of the Nominal Share Amount and the TSR.
- 18,348 restricted stock units (RSUs) were originally granted on March 20, 2023 under the Company's 2021 Omnibus Incentive Plan that will vest 25% on each of May 20, 2024, May 20, 2025, May 20, 2026 and May 20, 2027, subject to continued employment through the vesting date.

Remarks:

Exhibit List - Exhibit 24.1 Power of Attorney

/s/ Brian Copple as Attorney-in-Fact, for Mary O'Loughlin 09/22/2023

** 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 Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of (i) Brian W. Copple, (ii) Thomas M. Spaeth, (iii) Abel Maury-Diaz, (iv) Michelle W. Gouvion, (v) Melissa E. Kirby, and (vi) Laurie J. Blanton, signing SINGLY, the undersigned's true and lawful attorney-in-fact to:

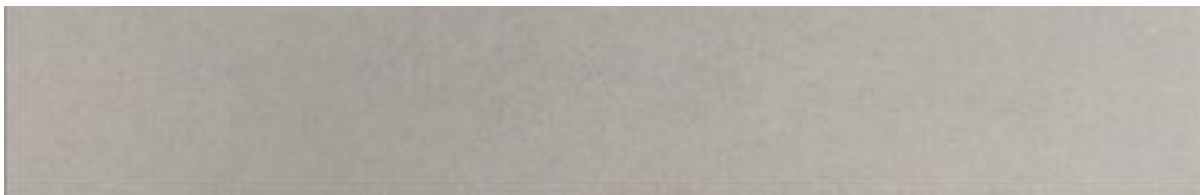
(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or holder of 10% or more of the registered class of securities of HireRight Holdings Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-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 attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-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 attorney-in-fact, or such attorney-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. The undersigned acknowledges that the foregoing attorneys-in-fact, 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 Exchange Act.

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 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.



IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19 day of September 2023.

By: 

Name: Mary O'Loughlin

[Signature Page to Power of Attorney (Forms 3, 4 & 5)— HireRight Holdings Corporation]
