

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

<p>1. Name and Address of Reporting Person* <u>Casdin Capital, LLC</u></p> <hr/> <p>(Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS SUITE 2600</p> <hr/> <p>(Street) NEW YORK NY 10019</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 01/31/2023</p>	<p>3. Issuer Name and Ticker or Trading Symbol <u>GeneDx Holdings Corp. [WGS]</u></p>
<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)</p>		<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>

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 A Common Stock	87,866,042	I	See Footnote ⁽¹⁾
Class A Common Stock	14,285,743	I	See Footnote ⁽²⁾

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			

1. Name and Address of Reporting Person*
Casdin Capital, LLC

(Last) (First) (Middle)
1350 AVENUE OF THE AMERICAS
SUITE 2600

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Casdin Partners GP, LLC

(Last) (First) (Middle)
1350 AVENUE OF THE AMERICAS
SUITE 2600

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Casdin Partners Master Fund, L.P.

(Last) (First) (Middle)

1350 AVENUE OF THE AMERICAS
SUITE 2600

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Casdin Partners FO1-MSV, LP

(Last) (First) (Middle)

1350 AVENUE OF THE AMERICAS
SUITE 2600

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. The 87,866,042 shares of Class A common stock reported in the table above are owned directly by Casdin Partners Master Fund, LP and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC, the investment adviser to Casdin Partners Master Fund, LP, (ii) Casdin Partners GP, LLC, the general partner of Casdin Partners Master Fund LP, and (iii) Mr. Casdin, the managing member of Casdin Capital, LLC and Casdin Partners GP, LLC. Each of Casdin Capital, LLC, Casdin Partners GP, LLC and Mr. Casdin disclaims beneficial ownership of such securities except to the extent of its or his respective pecuniary interest therein.

2. The 14,285,743 shares of Class A common stock reported in the table above are owned directly by Casdin Partners FO1-MSV, LP and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC, the investment adviser to Casdin Partners FO1-MSV, LP, (ii) Casdin Partners GP, LLC, the general partner of Casdin Partners FO1-MSV, LP, and (iii) Mr. Casdin, the managing member of Casdin Capital, LLC and Casdin Partners GP, LLC. Each of Casdin Capital, LLC, Casdin Partners GP, LLC and Mr. Casdin disclaims beneficial ownership of such securities except to the extent of its or his respective pecuniary interest therein.

Remarks:

CASDIN CAPITAL, LLC,
Name: /s/ Eli Casdin, 02/10/2023

Title: Managing Member

CASDIN PARTNERS GP,
LLC, Name: /s/ Eli 02/10/2023

Casdin, Title: Managing
Member

CASDIN PARTNERS
MASTER FUND, LP, By: 02/10/2023
Casdin Partners GP, LLC,

Its: General Partner,
Name: /s/ Eli Casdin,
Title: Managing Member

CASDIN PARTNERS
FO1-MSV, LP, By: Casdin
Partners GP, LLC, Its: 02/10/2023
General Partner, Name: /s/

Eli Casdin, Title:
Managing Member

** 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.

Form 3 Joint Filer Information

Name: Casdin Partners GP, LLC
Address: 1350 Avenue of the Americas
Suite 2600
New York, NY 10019
Date of Event Requiring Statement: 01/31/2023

Name: Casdin Partners Master Fund, LP
Address: 1350 Avenue of the Americas
Suite 2600
New York, NY 10019
Date of Event Requiring Statement: 01/31/2023

Name: Casdin Partners F01-MSV, LP
Address: 1350 Avenue of the Americas
Suite 2600
New York, NY 10019
Date of Event Requiring Statement: 01/31/2023