FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

								Washi	ngton, D	.C. 20)549				(ОМВ	APPRO\	/AL
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		ST	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940											OMB Number: 3235-0287 Estimated average burden hours per response: 0.5				
transa contra the pu securit to satis conditi	rchase or sale of	pursuant to a written plan for of equity that is intended we defense																
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer				ier	
Stueland Katherine					<u>G</u>	GeneDx Holdings Corp. [WGS]								(Check all applicable) Director 10% Owner				
															r (qive title		Other (s	·
(Last)	(Fi	rst)	(Middle)		3. [Date of	f Earli	est Trans	saction (I	Month	/Day/Year)			below)	(give the		below)	peerry
C/O GE	NEDX HOI	DINGS CORP.											nief Exec	utive	Officer			
333 LUI	DLOW ST.,	NORTH TOWE	R															
					4.1	lf Amer	ndmei	nt, Date o	of Origina	al File	d (Month/Da	y/Year)		idividual or J	oint/Group	Filing	(Check App	licable
(Street)													Line			Popo	rting Person	
STAMF	ORD C	Г	06902										L			•	One Report	I
(City)	(S	ate)	(Zip)											Person				
		Tab	ole I - No	on-Deriv	/ativ	e Sec	curit	ies Ac	quirec	l, Di	sposed c	f, or Be	neficial	y Owned				
1. Title of	Security (Ins		ole I - No	2. Transad Date (Month/Da	ction	2A. Exe r) if a	. Deen ecutio ny		3. Transa Code (1 8)	ction	4. Securitie Disposed C	s Acquired	(A) or	5. Amou Securitie Benefici Owned F	nt of es ally Following	Form	: Direct or Indirect E str. 4) C	'. Nature of Indirect Beneficial Dwnership
1. Title of	Security (Inst		ole I - No	2. Transa Date	ction	2A. Exe r) if a	. Deen ecutio ny	ned n Date,	3. Transa Code (i	ction	4. Securitie	s Acquired	(A) or	5. Amou Securitie Benefici	nt of es ally Following d tion(s)	Form (D) or	: Direct or Indirect E str. 4) C	of Indirect Beneficial
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Class A (Class A (1. Title of Derivative Security	2. Conwersion or Exercise Price of Derivative	r. 3) ock ock 3. Transaction Date	Table II 3A. Deem Executio if any	2. Transau Date (Month/Da 12/16/ - Deriva (e.g., p ned n Date, pay/Year)	2024 2024 2024 2024 tive puts, 4. Transa Code (r) 2A. Exe if a (Me Secu calls	Deen ecution ny onth/D south/D Sec Acq (A) of Deri Sec	ned n Date, Day/Year) es Acq arrants umber vative urities uired or oosed)) (Instr.	3. Transa Code ((8) Code M S ⁽²⁾ uired, s, optic	ction Instr. V Disţ Dns, Exerc Con Da Day/Y	4. Securitie Disposed C Amount 18,750 10,501 Dosed of, converti isable and te	A (A) or (D) (A) or (D) A D Or Ben ble secu 7. Title an of Securit Underlyin Derivative	(A) or 3, 4 and 5 Price \$0 ⁽¹⁾ \$76.752 eficially urities g Security	5. Amou Securitie Benefici Owned F Reporter Transact (Instr. 3 81 71 Owned 8. Price of Derivative Security	nt of ss ally following d tion(s) and 4) .647 .146 9. Number derivative Securities Beneficial Owned Following Reported Transacti	r of	: Direct c Indirect str. 4) D D D 10. Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Jownership Instr. 4) 11. Nature of Indirect Beneficial Ownership

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement for no consideration.

2. The sales reported on this Form 4 represent shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The sales were to satisfy tax withholding obligations to be funded by a "sell to cover" transaction

3. 6.25% vest in quarterly installments over the 4-year period commencing on March 16, 2023 until fully vested, subject to the Reporting Person's continued service to the Issuer on each vesting date.

<u>/s/ Bridget Brown, Attorney-in-</u> <u>Fact</u> <u>12/18/2024</u>

** 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 4 (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.