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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **November 15, 2026**

Commission file number 001-39482

GeneDx Holdings Corp.
(Exact name of registrant as specified in its charter)

Delaware	**85-1966622**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

333 Ludlow Street, North Tower; 6th Floor
Stamford, Connecticut 06902
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(888) 729-1206**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A common stock, par value $0.0001 per share	WGS	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Ms. Stueland Departure

On November 15, 2026, GeneDx Holdings Corp. ("GeneDx") and Katherine Stueland agreed that Ms. Stueland will step down from her role as Chief Executive Officer ("CEO") of GeneDx and resign from the Board of Directors (the "Board") of GeneDx, effective as of the first date of employment of Everett Cunningham, expected to be on or before December 15, 2026 (the "Transition Date"). Ms. Stueland's departure is not related to any disagreement on any matter relating to GeneDx's operations, policies or practices. Ms. Stueland has agreed to remain employed by GeneDx as Executive Advisor, reporting to the Board, through January 31, 2027 (the "Exit Date"). In connection with Ms. Stueland's departure, GeneDx and Ms. Stueland entered into a transition agreement that is substantively consistent with the terms of Ms. Stueland's employment agreement with GeneDx, dated as of January 14, 2022, as amended and restated on April 29, 2022 (the "Stueland Employment Agreement"), that would have applied in the event of a termination without Cause outside of a Change in Control (each as defined in the Stueland Employment Agreement), except that in lieu of any salary severance, Ms. Stueland will receive accelerated vesting of her restricted stock units that would otherwise have vested in March 2027, effective as of the Exit Date and subject to her execution and non-revocation of a release of claims. Ms. Stueland will also continue to receive her current compensation and vest in her outstanding equity awards through the Exit Date.

(c) New CEO Appointment

Additionally, on November 15, 2026, the Board appointed Everett Cunningham as CEO of GeneDx, effective as of the Transition Date. The Board also appointed Mr. Cunningham as a Class II director, effective as of the Transition Date, to serve for a term expiring at GeneDx's 2029 annual meeting of stockholders.

Mr. Cunningham served as President and Chief Executive Officer and a director of Quanterix Corporation from January 2026 to November 2026. Before Quanterix, he was Chief Commercial Officer of Illumina, Inc. from June 2024 to January 2026. From 2021 to 2024, he served as Chief Commercial Officer of Exact Sciences Corporation. Previously, he was President and Chief Executive Officer of GE Healthcare's U.S. & Canada region from 2019 to 2021 and Senior Vice President, Commercial at Quest Diagnostics from 2012 to 2019. From 1991 to 2012, he held a series of senior leadership roles at Pfizer Inc., including Regional President, Established Products for Asia Pacific, and Vice President of Sales for U.S. Pharmaceuticals. Mr. Cunningham serves on the board of directors of Arvinas, Inc. (Nasdaq: ARVN). He holds a bachelor's degree in economics from Northwestern University.

There are no arrangements or understandings between Mr. Cunningham and any other person pursuant to which he was selected as CEO, no family relationships between Mr. Cunningham and any director or executive officer of GeneDx, and no transactions in which Mr. Cunningham has an interest requiring disclosure under Item 404(a) of Regulation S-K.

In connection with his appointment as CEO, Mr. Cunningham will be eligible to receive an initial annual base salary of $750,000 and a target annual cash bonus equal to 100% of his base salary (with the actual bonus ranging from 0% to 150% of target) beginning in GeneDx's fiscal year 2027.
Mr. Cunningham will also receive a sign-on cash bonus of $1,050,000, which is subject to repayment if his employment terminates under certain circumstances prior to the first anniversary of the Transition Date, as well as relocation and legal fee reimbursement. In addition, within thirty (30) days following the Transition Date (the "Grant Date"), Mr. Cunningham will be granted a restricted stock unit award equal to $10.0 million of GeneDx's Class A common stock, based on the 60-trading-day trailing average closing price of GeneDx's Class A common stock ending on the trading day immediately prior to the Grant Date (the "60-Day Average") (the "Cunningham RSU"). The Cunningham RSU will vest over four (4) years in equal annual installments, subject to Mr. Cunningham's continued service on each time-based vesting date. On the Grant Date, Mr. Cunningham will also be granted a performance-based restricted stock unit award covering a number of shares of GeneDx's Class A common stock equal to $10.0 million divided by the 60-Day Average (the "PRSU Award"), which will be divided into four (4) equal tranches (each, a "Tranche"), each of which will require achievement of a stock price target (each, a "Price Hurdle") during such Tranche's specific performance period, the last of which ends on the fifth anniversary of the Grant Date, as well as Mr. Cunningham's continued service on each time-based vesting date of the PRSU Award. Mr. Cunningham will also be granted, when GeneDx grants its 2027 annual refresh awards to its named executive officers, a performance-based restricted stock unit award with an approximate target value of $4,000,000, on the same terms as those granted to GeneDx's other executive officers, subject to his continued service through the grant date.

In addition, Mr. Cunningham will enter into an employment agreement with GeneDx (the "Cunningham Employment Agreement"), a copy of which will be filed with GeneDx's Annual Report on Form 10-K for the year ending December 31, 2026.

Pursuant to the Cunningham Employment Agreement, if Mr. Cunningham's employment is terminated without Cause or he resigns for Good Reason other than during a Change in Control Period (each as defined in the Cunningham Employment Agreement), and Mr. Cunningham delivers a release of claims in favor of GeneDx, he will be entitled to receive: (i) 24 months of his base salary; (ii) reimbursement of premiums for COBRA continuation coverage for up to 24 months; and (iii) full acceleration of the Cunningham RSU.

Likewise, pursuant to the Cunningham Employment Agreement, in the event that Mr. Cunningham's employment is terminated without Cause or he resigns for Good Reason during a Change in Control Period, and Mr. Cunningham delivers a release of claims in favor of GeneDx, he will be entitled to receive: (i) 24 months of his base salary; (ii) a lump sum equal to two times his target annual bonus; (iii) full acceleration of all then-outstanding equity awards to the extent then subject solely to time-based vesting conditions (including any Tranches of the PRSU Award for which the Price Hurdle has been achieved); and (iv) reimbursement of premiums for COBRA continuation coverage for up to 24 months.

Mr. Cunningham will enter into GeneDx's standard form of indemnification agreement, filed as Exhibit 10.4 to GeneDx's Current Report on Form 8-K (File No. 001-39482) filed with the Securities and Exchange Commission on July 28, 2021.

Item 7.01 Regulation FD Disclosure

A copy of the press release announcing Mr. Cunningham's appointment and the end of Ms. Stueland's service is attached hereto as Exhibit 99.1. The information in the press release attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated November 18, 2026
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GeneDx Holdings Corp.

Date: November 18, 2026

By: /s/ Heidi Chen
Name: Heidi Chen
Title: Chief Legal Officer

Exhibit 99.1

GeneDx Announces Leadership Transition

Everett Cunningham, veteran diagnostics and commercial leader, appointed Chief Executive Officer to lead next phase of growth

Katherine Stueland announces her departure from the company after successful transformation of GeneDx

GAITHERSBURG, Md – November 18, 2026 – GeneDx (Nasdaq: WGS), the leader in rare disease diagnosis and improving health through the power of genomic data, today announced that its Board of Directors has appointed Everett Cunningham as Chief Executive Officer and a member of the Board, effective on or before December 15, 2026. Mr. Cunningham succeeds Katherine Stueland, who has announced that she will step down as Chief Executive Officer and as a member of the Board when Mr. Cunningham joins GeneDx. Ms. Stueland will remain with GeneDx in an advisory capacity through January 31, 2027 to support a smooth transition.

Mr. Cunningham joins GeneDx from Quanterix Corporation, where he most recently served as President and Chief Executive Officer. He brings more than 35 years of experience building and leading commercial organizations across diagnostics, genomics, medical technology and pharmaceuticals, including senior roles at Illumina, Exact Sciences, GE Healthcare, Quest Diagnostics and Pfizer. Mark Gardner will continue to serve as President, reporting to Mr. Cunningham.

“Everett is one of the most accomplished commercial leaders in our industry, and he is the right person to lead GeneDx into its next phase of growth,” said Keith Meister, Chairman of the GeneDx Board of Directors. “For more than three decades, Everett has built and led high-performing commercial organizations at some of the most important companies in healthcare and is uniquely positioned to move innovative diagnostics from early adoption to standard of care as we embrace the opportunity to bring exome and genome sequencing to more clinicians and families.”

Mr. Meister continued, “On behalf of the Board, I want to thank Katherine for her transformational leadership over the past five years. She led GeneDx through its combination with Sema4, delivered significant revenue growth, and helped establish GeneDx as the leader in rare disease diagnosis. We are grateful for everything she has accomplished and the lasting impact of her leadership.”

“GeneDx has built a remarkable foundation, with unmatched clinical expertise, the world’s largest rare disease genomic dataset and a team that is deeply committed to the families it serves,” said Mr. Cunningham. “I have spent my career helping bring innovative diagnostics to clinicians and patients at scale, and I believe GeneDx has a tremendous opportunity to make exome and genome sequencing the first-line standard of care. I’m excited to work with GeneDx President Mark Gardner, the leadership team and the Board to accelerate adoption, execute with discipline and deliver for patients and shareholders alike.”

“Five and a half years ago, I joined GeneDx as CEO to lead its transformation into an independent company, grow the business, and achieve profitability. Together, we’ve delivered on all these commitments. Most of all, I’m proud of what all this work adds up to: more families getting an accurate diagnosis sooner. Part of this journey has been building an exceptional team to lead our next phase of growth, and now is a natural time for me to pass the baton. I’m delighted to welcome Everett and look forward to seeing GeneDx go from strength to strength,” said Ms. Stueland.

GeneDx also reaffirmed its full year 2026 financial guidance, as provided on November 9, 2026, in connection with the release of its third quarter 2026 financial results.

About Everett Cunningham

Mr. Cunningham served as President and Chief Executive Officer and a director of Quanterix, a global leader in precision biomarker science, from January 2026 to November 2026. Before Quanterix, he was Chief Commercial Officer of Illumina, Inc. from June 2024 to January 2026, with responsibility for the company's global commercial strategy and execution. From 2021 to 2024, he served as Chief Commercial Officer of Exact Sciences Corporation, where he oversaw marketing, sales and customer service across the company's cancer screening and precision oncology portfolio. Previously, he was President and Chief Executive Officer of GE Healthcare's U.S. & Canada region from 2019 to 2021 and Senior Vice President, Commercial at Quest Diagnostics from 2012 to 2019, where he was responsible for global sales, marketing and commercial operations. From 1991 to 2012, he held a series of senior leadership roles at Pfizer Inc., including Regional President, Established Products for Asia Pacific, and Vice President of Sales for U.S. Pharmaceuticals. Mr. Cunningham serves on the board of directors of Arvinas, Inc. (Nasdaq: ARVN). He holds a bachelor's degree in economics from Northwestern University.

About GeneDx

GeneDx's (Nasdaq: WGS) mission is to empower everyone to live their healthiest life through genomics. GeneDx combines unmatched clinical expertise, advanced technology, and the power of GeneDx Infinity™ – the world's largest rare disease genomic dataset. This unparalleled foundation powers GeneDx's ExomeDx™ and GenomeDx® tests – ranked #1 by expert geneticists and granted FDA Breakthrough Device designation – enabling clinicians to deliver precise, fast, and actionable diagnoses. GeneDx Infinity also fuels discovery for biopharma, with the most powerful AI-driven genomic intelligence. A genomics pioneer over the last 25 years, diagnosing more than 4,800 genetic diseases and publishing more than 1,100 research publications, GeneDx is building the network that will drive the future of genomic precision medicine. For more information, visit genedx.com and connect with us on LinkedIn, Facebook, and Instagram.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the U.S. Private Securities Litigation Reform Act of 1995, including statements regarding the Company’s leadership transition, the anticipated contributions of the Company’s new Chief Executive Officer, the Company’s strategy, priorities and future performance and the Company’s full year 2026 financial guidance. Forward-looking statements can generally be identified by words such as “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “strategy,” “future,” “opportunity,” “may,” “should,” “will,” “would,” “will continue” and similar expressions. These statements are based on current expectations and assumptions and are subject to risks and uncertainties that could cause actual events or results to differ materially from those expressed or implied, including, but not limited to: (i) the Company’s ability to manage the leadership transition successfully, including integrating a new Chief Executive Officer and retaining other key personnel; (ii) potential disruption to the Company’s business, operations and relationships with employees, customers, payors and partners resulting from the transition; (iii) the Company’s ability to implement its business plans and identify and realize additional opportunities; (iv) the risk of downturns and a changing regulatory landscape in the highly competitive healthcare industry; and (v) the size and growth of the market in which the Company operates. The foregoing list is not exhaustive. Additional risks and uncertainties are described under “Risk Factors” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, its Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2026, June 30, 2026 and September 30, 2026, and other documents the Company files from time to time with the U.S. Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to place undue reliance on them, and the Company undertakes no obligation, and does not intend, to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Contacts

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