

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): **April 28, 2023 (April 24, 2023)**

GeneDx Holdings Corp.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-39482 (Commission File Number)	85-1966622 (I.R.S. Employer Identification No.)
333 Ludlow Street, North Tower Stamford, Connecticut (Address of Principal Executive Offices)	(800) 298-6470 Registrant's telephone number, including area code (Former name or former address, if changed since last report.)	06902 (Zip Code)

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(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	WGS	The Nasdaq Global Select Market
Warrants to purchase one share of Class A common stock, each at an exercise price of \$11.50 per share	WGSWW	The Nasdaq Global Select Market

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 3.03 Material Modification of Rights of Security Holders.

As previously announced in the Current Report on Form 8-K filed on April 17, 2023, at a Special Meeting of Stockholders held on April 14, 2023, the stockholders of GeneDx Holdings Corp., a Delaware corporation (the “Company”), approved an amendment to the Company’s Third Amended and Restated Certificate of Incorporation, as amended (the “Charter”), to effect a reverse stock split of the issued and outstanding shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), at a ratio ranging from 1-for-10 and 1-for-50, with the exact ratio to be set within that range by the Company’s board of directors (the “Board”). On April 24, 2023, the Board approved the reverse stock split at a ratio of 1-for-33 (the “Reverse Stock Split”). On April 28, 2023, the Company filed a Certificate of Amendment (the “Reverse Stock Split Certificate of Amendment”) to the Charter with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of May 4, 2023.

As a result of the Reverse Stock Split, every 33 shares of Class A Common Stock will be automatically reclassified and converted into one issued and outstanding share of Class A Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Any fractional shares resulting from the Reverse Stock Split will be rounded up to the nearest whole share. In connection with the Reverse Stock Split, the CUSIP numbers for the Company’s Class A Common Stock will change to 81663L 200 and for the Company’s public warrants to 81663L 127.

On April 26, 2023, the Company’s Class A Common Stock will begin trading on the Nasdaq Global Select Market on a reverse stock split-adjusted basis. The trading symbol of “WGS” will not change as result of the Reverse Stock Split.

The foregoing summary of the terms of the Reverse Stock Split Certificate of Amendment and the Reverse Stock Split does not purport to be a complete, and is qualified in its entirety by reference to the Reverse Stock Split Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report and is incorporated by reference herein.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On April 24, 2023, Rachel Sherman and Dennis Charney notified the Board that they will not stand for re-election as directors of the Company at the Company’s 2023 annual meeting of stockholders (the “2023 Annual Meeting”) and will continue to serve as directors of the Company until the 2023 Annual Meeting. There are no disagreements between Dr. Sherman or Dr. Charney and the Company.

Item 5.03 Amendments to Article of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 of this Current Report is incorporated by reference herein.

Item 8.01 Other Events.

The Company has instructed Continental Stock Transfer and Trust Company to send a notice to holders of the Company’s outstanding public warrants and private placement warrants issued pursuant to that certain Warrant Agreement between the Company and Continental Stock & Transfer Company, as warrant agent, dated September 1, 2020, informing them of certain adjustments resulting from the Reverse Stock Split. A copy of such notice is attached at Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of GeneDx Holdings Corp.
99.1	Form of Notice to Warrant Holders.
104	Cover Page Interactive Data File (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: April 28, 2023

By: /s/ Katherine Stueland
Name: Katherine Stueland
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GENEDX HOLDINGS CORP.**

GeneDx Holdings Corp. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

1. The Corporation’s Third Amended and Restated Certificate of Incorporation (as amended to the date hereof, the “**Certificate of Incorporation**”) was filed with the Secretary of State of the State of Delaware on July 22, 2021, under the name Sema4 Holdings Corp.

2. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to the Certificate of Incorporation (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Certificate of Incorporation.

3. Pursuant to Section 242 of the DGCL, the Board of Directors of the Corporation has duly adopted this Certificate of Amendment, and the Corporation’s stockholders have duly approved this Certificate of Amendment.

4. Section 1 of Article IV of the Certificate of Incorporation is hereby amended by adding the following paragraph to the end of such section:

“Effective at 12:01 a.m. Eastern Daylight Time on May 4, 2023 (the “**Effective Time**”), each thirty-three (33) shares of Common Stock then issued and outstanding, or held in treasury of the Corporation, immediately prior to the Effective Time shall automatically be reclassified and converted into one (1) share of Common Stock, without any further action by the Corporation or the respective holders of such shares (the “**Reverse Stock Split**”). No fractional shares shall be issued in connection with the Reverse Stock Split. A holder of Common Stock who would otherwise be entitled to receive a fractional share of Common Stock as a result of the Reverse Stock Split will receive one whole share of Common Stock in lieu of such fractional share.”

5. The foregoing terms and provisions of this Certificate of Amendment shall be effective as of the Effective Time.

6. Except as herein amended, the Corporation’s Certificate of Incorporation shall remain in full force and effect.

[Signature appears on the following page.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 28th day of April, 2023, and the foregoing facts stated herein are true and correct.

GENEDX HOLDINGS CORP.

By: /s/ Katherine Stueland
Name: Katherine Stueland
Title: Chief Executive Officer

GENEDX HOLDINGS CORP.

April 28, 2023

Notice to Warrant Holders

Dear Warrant Holder:

Reference is made to that certain Warrant Agreement (the “*Warrant Agreement*”), by and between CM Life Sciences, Inc. (n/k/a GeneDx Holdings Corp.) (the “*Company*”) and Continental Stock Transfer & Trust Company, as warrant agent, dated as of September 1, 2020. This letter constitutes a notice pursuant to Section 4.6 of the Warrant Agreement and in accordance with the notice provisions contained in Section 9.2 thereof. All capitalized terms not separately defined in this notice shall have the same meanings as defined in the Warrants.

The Company is writing to inform you, as a registered holder of one or more Warrants, that the Company has effected a reverse stock split of the issued and outstanding shares Common Stock of the Company (the “*Reverse Stock Split*”). The Board of Directors of the Company has approved the Reverse Stock Split at a ratio of 1-for-33. On April 28, 2023, the Company filed a Certificate of Amendment to the Company’s Third Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of May 4, 2023 (the “*Effective Date*”).

Prior to the Effective Date, each whole Warrant is exercisable for one (1) fully paid and non-assessable share of Common Stock, and the Warrant Price is \$11.50 per share. Pursuant to Sections 4.2 and 4.3 of the Warrant Agreement, on the Effective Date, each then-outstanding whole Warrant will be adjusted such that (subject to any future adjustment pursuant to the Warrant Agreement’s terms):

- the number of shares of Common Stock issuable on exercise of each whole Warrant shall be decreased in proportion to the decrease of the number of issued and outstanding shares of Common Stock following the Reverse Stock Split, resulting in such Warrant being exercisable for one thirty-third (1/33) of a share of Common Stock; and
- the Warrant Price shall be adjusted by multiplying such Warrant Price immediately prior to such adjustment by a fraction (x) the numerator of which shall be one (1) (the number of shares of Common Stock purchasable upon the exercise of the Warrants immediately prior to such adjustment), and (y) the denominator of which shall be one thirty-third (1/33) (the number of shares of Common Stock so purchasable immediately thereafter), resulting in an adjusted Warrant Price of \$379.50 per share.

The Reverse Stock Split was previously approved by the stockholders of the Company at a special meeting held on April 14, 2023.

If you should have any questions, please do not hesitate to contact Tricia Truehart, Head of Investor Relations of the Company, at investors@GeneDx.com.