

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Stueland Katherine</u> (Last) (First) (Middle) C/O GENEDX HOLDINGS CORP. 333 LUDLOW ST., NORTH TOWER (Street) STAMFORD CT 06902 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GeneDx Holdings Corp. [WGS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2024	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/15/2024		S ⁽¹⁾		5,497	D	\$68.6531 ⁽²⁾	99,929	D	
Class A Common Stock	11/15/2024		S ⁽¹⁾		4,800	D	\$69.6748 ⁽³⁾	95,129	D	
Class A Common Stock	11/15/2024		S ⁽¹⁾		7,240	D	\$70.7161 ⁽⁴⁾	87,889	D	
Class A Common Stock	11/15/2024		S ⁽¹⁾		1,958	D	\$71.4897 ⁽⁵⁾	85,931	D	
Class A Common Stock	11/15/2024		S ⁽¹⁾		2,043	D	\$72.9538 ⁽⁶⁾	83,888	D	
Class A Common Stock	11/15/2024		S ⁽¹⁾		1,510	D	\$73.7099 ⁽⁷⁾	82,378	D	
Class A Common Stock	11/15/2024		S ⁽¹⁾		60	D	\$74.3389 ⁽⁸⁾	82,318	D	
Class A Common Stock	11/18/2024		S ⁽¹⁾		800	D	\$66.6038 ⁽⁹⁾	81,518	D	
Class A Common Stock	11/18/2024		S ⁽¹⁾		459	D	\$67.9364 ⁽¹⁰⁾	81,059	D	
Class A Common Stock	11/18/2024		S ⁽¹⁾		3,151	D	\$68.9779 ⁽¹¹⁾	77,908	D	
Class A Common Stock	11/18/2024		S ⁽¹⁾		6,186	D	\$70.1507 ⁽¹²⁾	71,722	D	
Class A Common Stock	11/18/2024		S ⁽¹⁾		8,580	D	\$70.9112 ⁽¹³⁾	63,142	D	
Class A Common Stock	11/18/2024		S ⁽¹⁾		3,131	D	\$71.8318 ⁽¹⁴⁾	60,011	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 16, 2024.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.18 to \$69.17 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.19 to \$70.10 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.21 to \$71.20 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.2203 to \$72.1711 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.2395 to \$73.23 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.2478 to \$74.0809 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.3229 to \$74.3571 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.36 to \$66.99 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
10. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.39 to \$68.3863 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
11. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.434 to \$69.29 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
12. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.50 to \$70.50 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
13. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.51 to \$71.50 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
14. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.51 to \$72.32 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

/s/ Bridget Brown, Attorney-
in-Fact 11/19/2024

** 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.