

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

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>Feeley Kevin</u>  (Last) (First) (Middle) C/O GENEDX HOLDINGS CORP. 333 LUDLOW ST, NORTH TOWER, 6TH FLOOR  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHIEF FINANCIAL OFFICER</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/26/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/13/2025		S <sup>(1)</sup>		402	D	\$90.0542	5,044	D	
Class A Common Stock	03/16/2025		M		7,197	D	\$0	12,241	D	
Class A Common Stock	03/17/2025		S <sup>(1)</sup>		3,749	D	\$96.7098 <sup>(2)</sup>	8,492	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(3)	03/26/2024		A		65,000		(4)	(4)	Class A Common Stock	65,000	\$0	65,000	D	
Restricted Stock Unit	(3)	03/15/2025		A		15,261		(5)	(5)	Class A Common Stock	15,261	\$0	15,261	D	
Restricted Stock Unit	(3)	03/16/2025		M			7,197	(6)	(6)	Class A Common Stock	7,197	\$0	57,575	D	

**Explanation of Responses:**

- 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
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.67 to \$96.71 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.
- 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.
- On March 26, 2024, Kevin Feeley was granted an RSU award for 65,000 RSUs. 25% of the underlying restricted stock units each vests annually, commencing on March 26, 2025, until fully vested, subject to the Reporting Person's continued service to the Issuer on each vesting date.
- 25% of the underlying restricted stock units each vests annually, commencing on March 15, 2026, until fully vested, subject to the Reporting Person's continued service to the Issuer on each vesting date.
- 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.

/s/ Bridget Brown, Attorney-in-Fact 03/17/2025

\*\* 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.