

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

GeneDx Holdings Corp.
(Name of Issuer)

CMLS Holdings LLC
Eli Casdin and Keith Meister
c/o Corvex Management LP
667 Madison Avenue
New York, New York 10065
(212) 474-6745

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications)

Class A common stock, \$0.0001 par value per share
(Title of Class of Securities)

81663L101
(CUSIP Number)

January 31, 2023
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

CMLS HOLDINGS LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

17,730,419 (1)(2)(3)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

17,730,419 (1)(2)(3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,730,419 (1)(2)(3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2% (4)

14 TYPE OF REPORTING PERSON*

HC, OO

1 NAME OF REPORTING PERSONS

C-LSH LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

17,730,419 (1)(2)(3)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

17,730,419 (1)(2)(3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,730,419 (1)(2)(3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2% (4)

14 TYPE OF REPORTING PERSON*

HC, OO

1 NAME OF REPORTING PERSONS

M-LSH LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

17,730,419 (1)(2)(3)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

17,730,419 (1)(2)(3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,730,419 (1)(2)(3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2% (4)

14 TYPE OF REPORTING PERSON*

HC, OO

1 NAME OF REPORTING PERSONS

ELI CASDIN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

35,122 (7)

8 SHARED VOTING POWER

119,882,204 (1)(2)(3)(5)

9 SOLE DISPOSITIVE POWER

35,122 (7)

10 SHARED DISPOSITIVE POWER

119,882,204 (1)(2)(3)(5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,882,204 (1)(2)(3)(5)(7)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

119,917,326

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.1% (4)

14 TYPE OF REPORTING PERSON*

HC, IN

1 NAME OF REPORTING PERSONS

CASDIN CAPITAL, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

102,151,785 (5)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

102,151,785 (5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

102,151,785 (5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.0% (4)

14 TYPE OF REPORTING PERSON*

IA, OO

1 NAME OF REPORTING PERSONS

CASDIN PARTNERS GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

102,151,785(5)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

102,151,785(5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

102,151,785(5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.0% (4)(5)

14 TYPE OF REPORTING PERSON*

OO

1 NAME OF REPORTING PERSONS

CASDIN PARTNERS MASTER FUND, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

87,866,042

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

87,866,042

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,866,042

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (3)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.2% (4)

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSONS

CASDIN PARTNERS FO1-MSV, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

14,285,743

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

14,285,743

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,285,743

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8% (4)

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSONS

KEITH A. MEISTER

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

86,811,516 (6)

8 SHARED VOTING POWER

17,730,419 (1)(2)(3)

9 SOLE DISPOSITIVE POWER

86,811,516 (6)

10 SHARED DISPOSITIVE POWER

17,730,419 (1)(2)(3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

104,541,935 (1)(2)(3)(6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2% (4)

14 TYPE OF REPORTING PERSON*

HC, IN

1 NAME OF REPORTING PERSONS

CORVEX MANAGEMENT LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

86,811,516 (6)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

86,811,516 (6)

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,811,516 (6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.0% (4)

14 TYPE OF REPORTING PERSON*

PN, IA

(1) Includes 10,993,750 shares of Class A common stock of GeneDx Holdings Corp. (the "Issuer"), par value \$0.0001 per share ("Common Stock").

(2) Includes 6,736,669 shares of Common Stock issuable upon the exercise of 6,736,669 private placement warrants of the Issuer. On September 3, 2021, each private placement warrant became exercisable to purchase one share of Common Stock at a price of \$11.50 per share, subject to adjustment, as described in the definitive proxy statement of the Issuer (File No. 001-39482) filed with the U.S. Securities Exchange Commission (the "SEC") on July 2, 2021.

- (3) CMLS Holdings LLC is the record holder of the shares reported herein. The Board of Managers of CMLS Holdings LLC is comprised of Mr. Casdin and Mr. Meister who share voting and investment discretion with respect to the common stock held of record by CMLS Holdings LLC. C-LSH LLC and M-LSH LLC are the members of CMLS Holdings LLC, and Mr. Casdin and Mr. Meister are the managing members of C-LSH LLC and M-LSH LLC, respectively. As such, each of the foregoing may be deemed to have or share beneficial ownership of the Common Stock held directly by CMLS Holdings LLC.
- (4) Based on 810,000,334 shares of Common Stock outstanding as reported in the Issuer's final prospectus on Form 424 filed with the SEC on January 30, 2023 following the offering reduced by the 22,364,624 Additional Direct Offering Shares (as defined below) plus 185,000 shares that the Issuer has informed the Reporting Persons that were issued as a partial exercise of the overallotment option and, for Reporting Persons that beneficially own warrants or options as reported in notes (2) and (7), plus warrants and options that would result in the issuance of new shares and exercisable within the next 60 days.
- (5) Casdin Partners Master Fund, LP is the holder of 87,866,042 shares reported herein. Casdin Partners FO1-MSV LP is the holder of 14,285,743 shares reported herein. Casdin Capital, LLC is the investment adviser to Casdin Partners Master Fund, LP and Casdin Partners FO1-MSV LP, and Casdin Partners GP, LLC is the general partner of Casdin Partners Master Fund LP and Casdin Partners FO1-MSV LP. Eli Casdin is the managing member of Casdin Capital, LLC and Casdin Partners GP, LLC. As such, each of the foregoing may be deemed to have or share beneficial ownership of the Common Stock held directly by Casdin Partners Master Fund, LP.
- (6) The shares reflected as beneficially owned by Mr. Meister include 104,541,935 shares of Common Stock owned by investment funds advised by Corvex Management, L.P., which may be deemed to be indirectly beneficially owned by Keith Meister by virtue of Mr. Meister's control of the general partner of Corvex Management, L.P. and the amount held by CMLS Holdings LLC.
- (7) Includes 22,286 shares issuable upon exercise of fully vested options and 12,836 shares of Common Stock that were issued upon vesting of restricted stock units, in each case that were granted to Mr. Casdin in connection with his service on the board of directors of the Issuer.
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SCHEDULE 13D

This Amendment No. 4 (the “Amendment”) supplements the information set forth in the Schedule 13D (the “Schedule 13D”) filed with the United States Securities and Exchange Commission (the “SEC”) on August 2, 2021, as amended as of January 19, 2022, May 3, 2022 and December 5, 2022, by CMLS Holdings LLC, Keith Meister, Eli Casdin and the other Reporting Persons named therein, relating to the shares of common stock, par value \$0.0001 per share (“Common Stock”), of GeneDx Holdings Corp. (f/k/a Sema4 Holdings Corp.) (the “Issuer”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. Items 3, 4 and 6 to the Schedule 13D are supplementally amended as follows, and Items 1 and 5 to the Schedule 13D is amended and restated as follows. Information with respect to each Reporting Person is given solely by such Reporting Person and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person, except as otherwise provided in Rule 13d-1(k).

Item 1 Security and Issuer.

Class A common stock, par value \$0.0001 per share (“Common Stock”), of GeneDx Holdings Corp. (the “Issuer”).

Address of Issuer’s Principal Executive Offices.

33 Ludlow Street
North Tower, 8th floor
Stamford, CT 06902

Item 2(a) Name of Person Filing.

This statement is filed on behalf of each of the following person (collectively, the “Reporting Persons”):

- i. CMLS Holdings LLC (“CMLS Holdings”), the holder of record of the Common Stock (as defined below) reported herein;
- ii. C-LSH LLC (“C-LSH”), member of CMLS Holdings;
- iii. M-LSH LLC (“M-LSH”), member of CMLS Holdings;
- iv. Eli Casdin (“Mr. Casdin”), a member of the Board of Managers of CMLS Holdings and the holder of record of the Common Stock reported herein;
- v. Casdin Capital, LLC;
- vi. Casdin Partners GP, LLC;
- v. Casdin Partners Master Fund, L.P.;
- viii. Casdin FO1-MSV, LP;
- ix. Keith A. Meister (“Mr. Meister”), member of the Board of Managers of CMLS Holdings and the managing member of M-LSH LLC; and
- x. Corvex Management LP (“Corvex”)

Any disclosures herein with respect to a Reporting Person is made by such Reporting Person.

The filing of this statement should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

The Reporting Persons have entered into a joint filing agreement, filed as Exhibit A to this Schedule 13D, pursuant to which the Reporting Persons agreed to file the Schedule 13D and any amendments thereto in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Item 2(b) Address of Principal Business Office

The address of the principal business office of each of the Reporting Persons other than CMLS Holdings, M-LSH, Mr. Meister and Corvex is c/o Casdin Capital, LLC, 1350 Avenue of the Americas, Suite 2600, New York, NY 10019.

The address of the principal business office of each of CMLS Holdings, M-LSH, Mr. Meister and Corvex is c/o Corvex Management LP, 667 Madison Avenue, New York, NY 10065.

Item 2(c) The principal occupation of Mr. Casdin is serving as Chief Investment Officer of Casdin Capital, LLC, the principal business of which is serving as investment adviser to its clients. The principal business of Casdin Partners Master Fund, L.P. and Casdin FO1-MSV, LP is purchasing, holding and selling securities for investment purposes.

The principal occupation of Mr. Meister is serving as Managing Partner of Corvex Management LP, the principal business of which is serving as an investment adviser of private investment funds, whose principal business is investing in securities.

Item 2(d) None of the Reporting Persons have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

Item 2(e) None of the Reporting Persons has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction resulting in any judgment, decree or final order enjoining them from engaging in future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws during the last five years.

Item 2(f) Citizenship

- i. CMLS Holdings is a Delaware limited liability company;
- ii. C-LSH is a Delaware limited liability company;
- iii. M-LSH is a Delaware limited liability company;
- iv. Mr. Casdin is a citizen of the United States of America;
- v. Casdin Capital, LLC is a Delaware limited liability company;
- vi. Casdin Partners GP, LLC is a Delaware limited liability company;
- v. Casdin Partners Master Fund, L.P. is a Delaware limited partnership;
- viii. Casdin FO1-MSV, LP is a Delaware limited partnership;
- ix. Mr. Meister is a citizen of the United States of America; and
- x. Corvex is a Delaware limited partnership.

Item 3 Source and Amount of Funds or Other Consideration.

Item 4 is hereby incorporated by reference.

Item 4 Source and Amount of Funds or Other Consideration

On January 26, 2023, investment funds advised by Corvex Management LP, the general partner of which is controlled by Mr. Meister, agreed to acquire as part of a registered direct offering directly from the issuer 77,663,376 shares of Common Stock (the “Initial Direct Offering Shares”) for an aggregate purchase price of approximately \$27,182,181, funded by cash on hand and agreed to acquire an additional 22,336,624 shares of Common Stock (the “Additional Direct Offering Shares” and, together with the Initial Direct Offering Shares, the “Corvex Shares”) after stockholder approval (or waiver of such approval requirement) for an additional aggregate purchase price of approximately \$7,817,818. The Corvex Shares were acquired pursuant to a subscription agreement subject to typical representations and warranties and a six-month lock up, closing contemporaneously with the underwritten offering described below. The description of the Subscription Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Subscription Agreement, which is incorporated by reference to Exhibit 1.

On January 31, 2023, Casdin Partners Master Fund, LP acquired 71,428,542 shares of Common Stock (the “Casdin Master Fund Shares”) for approximately \$24,999,990, and Casdin Partners FO1-MSV LP acquired 14,285,743 shares of Common Stock (the “Casdin FO1-MSV Shares” and collectively together with the Casdin Master Fund Shares, the “Casdin Shares”) for approximately \$5,000,010. The price included underwriter’s commission, funded by cash on hand as part of an underwritten public offering.

Item 5 Interest in the Securities of the Issuer

The information set forth in the facing pages of this Schedule 13D with respect to the shared beneficial ownership of Common Stock by the Reporting Persons is incorporated by reference into this Item 5.

The information set forth in Items 2, 3 and 4 is hereby incorporated by reference into this Item 5.

(a) The aggregate number of shares of Common Stock and the percentage of total outstanding shares of Common Stock beneficially owned by the Reporting Persons is set forth below.

References to percentage ownerships of shares of Common Stock in this Statement are based on 810,000,334 shares of Common Stock outstanding as reported in the Issuer’s final prospectus on Form 424 filed with the SEC on January 30, 2023 following the offerings referenced above reduced by the 22,336,624 Additional Direct Offering Shares (as defined above) plus 185,000 shares that the Issuer has informed the Reporting Persons that were issued as a partial exercise of the overallotment option. The filing of this Statement shall not be construed as an admission that a Reporting Person beneficially owns the shares held by any other Reporting Person.

(b) Eli Casdin has the sole power to vote or direct the vote of 35,122 shares of Common Stock (including 22,286 vested options) and shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of 119,882,204 shares of Common Stock.

Keith Meister has the sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of 86,811,516 shares of Common Stock and shared power to vote or direct the vote and shared power to dispose or to direct the disposition of

17,730,419 shares of Common Stock.

The beneficial ownership of the shares of Common Stock reported herein does not include shares underlying unvested options to purchase shares of Common Stock or unvested restricted stock units held by Mr. Meister or Mr. Casdin as previously described in Item 6 of Schedule 13D or the Subsequent Corvex Shares.

Each of CMLS, C-LSH and M-LSH shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of the 17,730,419 shares of Common Stock reported in (a) above. The shared beneficial ownership of each of Messrs. Casdin, Meister, CMLS, C-LSH and M-LSH includes warrants to acquire 6,736,669 shares of Common Stock.

Each of Casdin Capital, LLC and Casdin Partners GP, LLC has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of 102,151,785 shares of Common Stock.

Casdin Partners Master Fund, L.P has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of 87,866,402 shares of Common Stock.

Casdin Partners FO1-MSV, LP has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of 14,285,743 shares of Common Stock.

Corvex has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 86,811,516 shares of Common Stock.

(c) Except with respect to the 77,663,376 Initial Direct Offering Shares to be acquired upon the closing of the offering and the 85,714,285 Casdin Shares described in Item 4 above, the Reporting Persons have not effected any transactions in the Issuer's Common Stock during the past 60 days and not previously reported in the Schedule 13D.

(d) Other than the Reporting Persons, the funds that Corvex manages and the investors in the funds managed by Corvex and Casdin Capital LLC, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by the Reporting Persons.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information set forth in Item 4 above is hereby incorporated by reference into this Item 6.

Item 7. Material to be Filed as Exhibits

Exhibit A – Joint Filing Agreement

Exhibit 1 – Form of Subscription Agreement, dated January 26, 2023, with the Issuer (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 30, 2023).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 1, 2023

CMLS HOLDINGS LLC

By: /s/ Keith A. Meister
Name: Keith A. Meister
Title: Manager

Date: February 1, 2023

C-LSH LLC

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

M-LSH LLC

By: /s/ Keith A. Meister
Name: Keith A. Meister
Title: Managing Member

Date: February 1, 2023

/s/ Eli Casdin
Eli Casdin

Date: February 1, 2023

CASDIN CAPITAL, LLC

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

CASDIN PARTNERS GP, LLC

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

CASDIN PARTNERS MASTER FUND, L.P.

By: Casdin Capital LLC, its Investment Adviser

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

CASDIN PARTNERS FO1-MSV, LP

By: Casdin Capital LLC, its Investment Adviser

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

/s/ Keith A. Meister
Keith A. Meister

Date: February 1, 2023

CORVEX MANAGEMENT LP

By: /s/ Keith A. Meister
Name: Keith A. Meister
Title: Managing Partner

EXHIBIT A
JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: February 1, 2023

CMLS HOLDINGS LLC

By: /s/ Keith A. Meister
Name: Keith A. Meister
Title: Manager

Date: February 1, 2023

C-LSH LLC

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

M-LSH LLC

By: /s/ Keith A. Meister
Name: Keith A. Meister
Title: Managing Member

Date: February 1, 2023

/s/ Eli Casdin
Eli Casdin

Date: February 1, 2023

CASDIN CAPITAL, LLC

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

CASDIN PARTNERS GP, LLC

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

CASDIN PARTNERS MASTER FUND, L.P.

By: Casdin Capital LLC, its Investment Adviser

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

CASDIN PARTNERS FO1-MSV, LP

By: Casdin Capital LLC, its Investment Adviser

By: /s/ Eli Casdin
Name: Eli Casdin
Title: Managing Member

Date: February 1, 2023

/s/ Keith A. Meister
Keith A. Meister

Date: February 1, 2023

CORVEX MANAGEMENT LP

By: /s/ Keith A. Meister
Name: Keith A. Meister
Title: Managing Partner