

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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, 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHIEF EXECUTIVE OFFICER</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2026	
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	03/03/2026		A <sup>(1)</sup>		47,684	A	\$0	64,142	D	
Class A Common Stock	03/04/2026		s <sup>(2)</sup>		5,861	D	\$77.6261 <sup>(3)</sup>	58,281	D	
Class A Common Stock	03/04/2026		s <sup>(2)</sup>		10,465	D	\$78.6069 <sup>(4)</sup>	47,816	D	
Class A Common Stock	03/04/2026		s <sup>(2)</sup>		9,133	D	\$79.2492 <sup>(5)</sup>	38,683 <sup>(6)</sup>	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	(7)	03/03/2026		A		40,418		(8)	(8)	Class A Common Stock	40,418	\$0	40,418	D	

**Explanation of Responses:**

- The reported transaction represents the certification of achievement of a performance-based restricted stock unit award granted to the Reporting Person by the Issuer's compensation committee on March 15, 2025 (the "2025 PRSU Award"). Vesting of the 2025 PRSU Award is based on achievement of corporate performance metrics tied to revenue and adjusted net income, and subject to the Reporting Person's continued service through the certification date of achievement thereof.
- 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 the 2025 PRSU Award. The sales were effected to satisfy tax withholding obligations to be funded by a "sell to cover" transaction.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.00 to \$77.92 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 ranges set forth in this footnote and in footnotes 4 and 5 of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.00 to \$78.93 per share, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.00 to \$79.64 per share, inclusive.
- Following the reported sale undertaken to satisfy tax withholding liabilities and as of the date of filing of this Form 4, in addition to the 38,683 shares of Class A Common Stock beneficially owned by the Reporting Person, the Reporting Person beneficially owned RSUs representing contingent rights to receive up to an aggregate 451,912 shares of Class A Common Stock and options to purchase up to an aggregate 107,610 shares of Class A Common Stock, which RSUs and options vest according to their respective terms.
- Each restricted stock unit ("RSU") reflected in this row represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement for no consideration, subject to continued service as described in footnote 8 below.
- 25% of the award shall vest annually on the anniversary of the grant date, with the first tranche vesting on April 1, 2027, subject to the Reporting Person's continued service to the Issuer on each vesting date. These RSUs do not have an expiration date; they either vest or are cancelled prior to the vesting date.

/s/ Bridget Brown, Attorney-in-Fact 03/05/2026

\*\* 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.