

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>RUCH JOSHUA</u>  (Last) (First) (Middle) <u>C/O GENEDX HOLDINGS CORP.</u> <u>333 LUDLOW ST, NORTH TOWER, 6TH FL.</u>  (Street) <u>STAMFORD CT 06902</u>  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	05/02/2023		M		45,454	A	\$0.00	62,568	D	
Class A Common Stock								489,846	I	By Kariba LLC <sup>(1)</sup>
Class A Common Stock								994,534	I	By RUGU2 LLC <sup>(1)</sup>
Class A Common Stock								4,926,334	I	By VAAL Investment Partners Q9 LP <sup>(1)</sup>

**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					
Restricted Stock Unit	(2)	05/02/2023		M		45,454		(3)	(3)	Class A Common Stock	45,454	0	D	

**Explanation of Responses:**

- Mr. Ruch is (i) a managing member of the managing member of the general partner of Vaal Investment Partners Q9 LP ("Q9"), (ii) a managing member of RUGU2 LLC ("RUGU2") and (iii) a managing member of Kariba LLC ("Kariba"). As such, Mr. Ruch exercises voting and investment power with respect to the shares owned by Q9, RUGU2 and Kariba. Mr. Ruch disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement for no consideration.
- The underlying shares shall vest on the earlier of the (a) date of the 2023 annual meeting of the Issuer's stockholders, and (b) first anniversary of the grant date, subject to the Reporting Person continuing to provide services to the Issuer on the applicable vesting date.

**Remarks:**

For avoidance of doubt, all numbers above are presented before giving effect to the 33:1 reverse stock split the Issuer's stockholders approved on April 14, 2023, which was previously disclosed in the Current Reports on Form 8-K filed by the Issuer on April 17, 2023 and April 28, 2023, and which shall become effective on May 4, 2023.

/s/ Eunkyung Lee, Attorney-in-Fact 05/04/2023

\*\* 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.