

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**GENEDX HOLDINGS CORP.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction  
of Incorporation or Organization)

85-1966622

(I.R.S. Employer  
Identification No.)

333 Ludlow Street, North Tower  
Stamford, Connecticut 06902

(Address of Principal Executive Offices) (Zip Code)

GENEDX HOLDINGS CORP. AMENDED AND RESTATED 2021 EQUITY INCENTIVE PLAN  
(Full Title of the Plans)

Katherine Stueland

Chief Executive Officer

333 Ludlow Street, North Tower, 6th Floor  
Stamford, Connecticut 06902

(Name and Address of Agent For Service)

(800) 298-6470

(Telephone Number, including area code, of agent for service)

Copies to:

Ethan Skerry  
Per B. Chilstrom  
Fenwick & West LLP  
902 Broadway  
New York, New York 10010  
(212) 430-2600

Katherine Stueland  
Chief Executive Officer  
GeneDx Holdings Corp.  
333 Ludlow Street, North Tower  
Stamford, Connecticut 06902  
(800) 298-6470

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

On April 14, 2023, at special meeting of the stockholders of GeneDx Holdings Corp., a Delaware corporation (the “Registrant”), the stockholders of the Registrant approved the adoption of an amendment and restatement of the GeneDx Holdings Corp. 2021 Equity Incentive Plan (as amended and restated, the “Restated 2021 EIP”), which reflects amendments to the plan to increase to the available share reserve by 26,000,000 shares of the Registrant’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”).

Pursuant to General Instruction E of Form S-8, the Registrant is filing this registration statement on Form S-8 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 26,000,000 additional shares of Class A Common Stock available for issuance under the Restated 2021 EIP.

In accordance with General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registrant’s prior registration statements on Form S-8 filed with the Commission on September 27, 2021 ([Registration No. 333-259815](#)) (the “First Prior Registration Statement”), January 25, 2022 ([Registration No. 333-262338](#)) (including the reoffer prospectus contained therein (which reoffer prospectus superseded and replaced the reoffer prospectus contained in the First Prior Registration Statement), the “Second Prior Registration Statement”), and January 9, 2023 ([Registration No. 333-269165](#)) (the “Third Prior Registration Statement”), except to the extent supplemented, amended or superseded by the information set forth herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the “2022 Annual Report on Form 10-K”), filed with the Commission on [March 16, 2023](#);
- (b) the Registrant’s Current Reports on Form 8-K filed with the Commission on [January 9, 2023](#) (but only with respect to Item 5.03, and Exhibits 3.1 and 3.2 thereto), [January 30, 2023](#), [February 14, 2023](#), [April 14, 2023](#) and [April 17, 2023](#);
- (c) the disclosure set forth in the Registrant’s Definitive Proxy Statement on Schedule 14A filed with the Commission on [March 31, 2022](#) in the sections entitled “Executive Compensation” beginning on page 36 thereof and “Beneficial Ownership of Securities” beginning on page 44 thereof; and
- (d) the description of the Registrant’s Class A Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed with the Commission on August 31, 2020, as updated by the description of the Registrant’s Class A Common Stock contained in Exhibit 4.4 to the Registrant’s 2022 Annual Report on [Form 10-K](#), including any subsequent amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to the Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents, except that information furnished to the Commission under Item 2.02 or Item 7.01 in Current Reports on Form 8-K and any exhibit relating to such information, shall not be deemed to be incorporated by reference in this Registration Statement.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	<a href="#">Third Amended and Restated Certificate of Incorporation of GeneDx Holdings Corp.</a>	8-K	001-39482	3.1	July 28, 2021	
4.2	<a href="#">First Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of GeneDx Holdings Corp.</a>	8-K	001-39482	3.1	May 2, 2022	
4.3	<a href="#">Second Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of GeneDx Holdings Corp.</a>	8-K	001-39482	3.1	January 1, 2023	
4.4	<a href="#">Third Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of GeneDx Holdings Corp.</a>	8-K	001-39482	3.1	April 17, 2023	
4.5	<a href="#">Amended and Restated Bylaws of GeneDx Holdings Corp., as currently in effect.</a>	8-K	001-39482	3.2	January 9, 2023	
5.1	<a href="#">Opinion of Fenwick &amp; West LLP.</a>					X
23.1	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm for GeneDx Holdings Corp.</a>					X
23.3	<a href="#">Consent of Fenwick &amp; West LLP (contained in Exhibit 5.1).</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>					X
99.1	<a href="#">GeneDx Holdings Corp. Amended and Restated 2021 Equity Incentive Plan.</a>	8-K	001-39482	10.1	April 17, 2023	
99.2	<a href="#">Form of Stock Option Agreement under the GeneDx Holdings Corp. Amended and Restated 2021 Equity Incentive Plan.</a>	8-K	001-39482	10.6	July 28, 2021	
99.3	<a href="#">Form of RSU Agreement under the GeneDx Holdings Corp. Amended and Restated 2021 Equity Incentive Plan.</a>	8-K	001-39482	10.7	July 28, 2021	
107	<a href="#">Filing Fee Table</a>					X



## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Katherine Stueland and Jason Ryan, and each of them, as his or her true and lawful attorneys-in-fact, proxies and agents, each with full power of substitution and resubstitution and full power to act without the other, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, proxies and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Katherine Stueland</u> Katherine Stueland	Chief Executive Officer and Director (Principal Executive Officer)	April 25, 2023
<u>/s/ Kevin Feeley</u> Kevin Feeley	Chief Financial Officer (Principal Financial Officer & Principal Accounting Officer)	April 25, 2023
<u>/s/ Jason Ryan</u> Jason Ryan	Executive Chairman and Director	April 25, 2023
<u>/s/ Joshua Ruch</u> Joshua Ruch	Director	April 25, 2023
<u>/s/ Dennis Charney</u> Dennis Charney	Director	April 25, 2023
<u>/s/ Eli D. Casdin</u> Eli D. Casdin	Director	April 25, 2023
<u>/s/ Emily Leproust</u> Emily Leproust	Director	April 25, 2023
<u>/s/ Keith Meister</u> Keith Meister	Director	April 25, 2023
<u>/s/ Richard C. Pfenniger, Jr.</u> Richard C. Pfenniger, Jr.	Director	April [24], 2023
<u>/s/ Rachel Sherman</u> Rachel Sherman	Director	April 25, 2023

**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**GeneDx Holdings Corp.**  
(Exact name of Registrant as Specified in its Charter)

Table 1 - Newly Registered Securities							
Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	26,000,000 <sup>(2)</sup>	\$0.3020 <sup>(3)</sup>	\$7,852,000.00	0.00011020	\$865.29
Total Offering Amounts					\$7,852,000.00		\$865.29
Total Fee Offsets							—
Net Fee Due							\$865.29

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Class A common stock (“Class A Common Stock”) of GeneDx Holdings Corp. (the “Registrant”) that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that increases the number of the Registrant’s outstanding shares of Class A Common Stock.
- (2) Represents additional shares of the Registrant’s Class A Common Stock to be registered and available for grant under its Amended and Restated 2021 Equity Incentive Plan (the “2021 EIP”). The Registrant’s stockholders approved an increase to the aggregate number of shares of Class A Common Stock available for issuance under the 2021 EIP on April 14, 2023.
- (3) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$0.3020 was computed by averaging the high and low prices of a share of the Registrant’s Class A Common Stock as reported on the Nasdaq Global Select Market on April 19, 2023.

April 25, 2023

GeneDx Holdings Corp.  
333 Ludlow Street, North Tower, 6th Floor  
Stamford, Connecticut 06902

Ladies and Gentlemen:

At your request, as your counsel, we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by GeneDx Holdings Corp., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) on or about April 25, 2023 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 26,000,000 shares (the “**Shares**”) of the Company’s Class A common stock, par value \$0.0001 per share (the “**Common Stock**”), subject to issuance by the Company upon exercise or settlement of awards to be granted under the Company’s Amended and Restated 2021 Equity Incentive Plan (the “**2021 Plan**”).

At your request we are providing this letter to express our opinion on the matters set forth below in this letter (“**our opinion**”).

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of: (a) the Company’s Third Amended and Restated Certificate of Incorporation, as amended (the “**Certificate of Incorporation**”), the Company’s Amended and Restated Bylaws (the “**Bylaws**” and, together with the Certificate of Incorporation, the “**Charter Documents**”), the 2021 Plan and related forms of 2021 Plan agreements for use thereunder, and the Registration Statement and the exhibits thereto, (b) certain corporate proceedings of the Company’s board of directors and the Company’s stockholders relating to adoption or approval of the Charter Documents and the 2021 Plan, and (c) such other documents as we have deemed advisable, and we have examined such questions of law as we have considered necessary.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination or modification or waiver of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto other than the Company. We have also assumed that any certificates or instruments representing the Shares, when issued, will be executed by the Company and by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a certificate of good standing issued by the Delaware Secretary of State with respect to the Company and representations and certifications made to us by the Company, including without limitation representations in a Management Certificate addressed to us of even date herewith that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law now in effect.

Based upon, and subject to, the foregoing, it is our opinion that the Shares have been duly authorized and, when the Shares that may be issued and sold upon the exercise or settlement of awards to be granted under the 2021 Plan have been issued and sold by the Company against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in



accordance with the terms (including, without limitation, payment and authorization provisions) of the 2021 Plan, and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement and any amendments or supplements thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This opinion is intended solely for use in connection with the issuance, sale and resale of the Shares subject to the Registration Statement, and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

*/s/ Fenwick & West LLP*

**FENWICK & WEST LLP**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the GeneDx Holdings Corp. Amended and Restated 2021 Equity Incentive Plan of our report dated March 16, 2023, with respect to the consolidated financial statements of GeneDx Holding Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, NY

April 25, 2023