

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (date of earliest event reported): June 24, 2024 (June 20, 2024)

Commission file number 001-39482



GeneDx Holdings Corp.

(Exact name of registrant as specified in its charter)

Delaware

85-1966622

(State or other jurisdiction of incorporation or organization)

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

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

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(888) 729-1206**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	WGS	The Nasdaq Stock Market LLC
Warrants to purchase one share of Class A common stock, each at an exercise price of \$379.50 per share	WGSWW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 20, 2024, GeneDx Holdings Corp., a Delaware corporation (the “Company”), held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (the “Stockholders”) considered and voted on the matters listed below. The proposals are described in detail in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2024.

There were 26,150,866 shares of the Class A common stock issued and outstanding on April 24, 2024, the record date for the Annual Meeting. The Stockholders voted on the following proposals at the Annual Meeting, each of which was approved.

The final voting results from the Annual Meeting are set forth below.

- (1) **Proposal No. 1 — The Class III Director Election Proposal** — To elect three Class III directors of the Company, each to serve a three-year term expiring at the Company’s 2027 annual meeting of stockholders and until such director’s successor is duly elected and qualified or until such director’s earlier death, resignation, disqualification or removal:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Emily Leproust, Ph.D	17,026,055	747,294	5,598,681
Keith Meister	17,230,090	543,259	5,598,681
Richard C. Pfenniger, Jr.	17,201,550	571,799	5,598,681

- (2) **Proposal No. 2 — The Auditor Ratification Proposal** — To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024:

Votes For	Votes Against	Abstentions
23,359,773	7,938	4,319

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No</u>	<u>Description</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENEDX HOLDINGS CORP.

Date: June 24, 2024

By: /s/ Katherine Stueland

Name: Katherine Stueland

Title: Chief Executive Officer