

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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| 1. Name and Address of Reporting Person* <u>Meister Keith A.</u> <hr/> (Last) (First) (Middle) <u>C/O CORVEX MANAGEMENT LP</u> <u>667 MADISON AVENUE</u> <hr/> (Street) <u>NEW YORK NY 10065</u> <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/17/2023</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 | 04/17/2023 | | A | | 22,336,624 ⁽¹⁾ | A | \$0.35 | 120,141,890 | I | See footnotes ⁽²⁾⁽³⁾⁽⁴⁾ |

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 | | | | | |

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| 1. Name and Address of Reporting Person* <u>Meister Keith A.</u> <hr/> (Last) (First) (Middle) <u>C/O CORVEX MANAGEMENT LP</u> <u>667 MADISON AVENUE</u> <hr/> (Street) <u>NEW YORK NY 10065</u> <hr/> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>Corvex Management LP</u> <hr/> (Last) (First) (Middle) <u>667 MADISON AVENUE</u> <hr/> (Street) <u>NEW YORK NY 10065</u> <hr/> (City) (State) (Zip) |

Explanation of Responses:

- On April 17, 2023, investment funds advised by Corvex Management LP (the "Corvex Funds") completed a second closing of a registered direct offering with GeneDx Holdings Corp (the "Issuer") at a price of \$0.35.
- 109,148,140 shares of common stock of the Issuer are held for the accounts of the Corvex Funds for which Corvex Management LP ("Corvex") acts as investment adviser. The general partner of Corvex is controlled by Mr. Meister.
- CMLS Holdings LLC ("CMLS Holdings") is the record holder of 10,993,750 shares of the Class A Common Stock reported herein. Mr. Meister is one of two members of the Board of Managers of CMLS Holdings, and Mr. Meister shares voting and investment discretion with respect to the securities held by CMLS Holdings Stock reported herein. Corvex is not an investment adviser to CMLS

Holdings.

4. For the purposes of this filing, each of Mr. Meister and Corvex disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein. This filing shall not be deemed an admission that Mr. Meister or Corvex is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

Remarks:

/s/ Keith A. Meister 04/19/2023

CORVEX MANAGEMENT

LP Name: /s/ Keith Meister 04/19/2023

Title: Managing Partner

** 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.