

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

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>Meister Keith A.</u>  (Last) (First) (Middle) <u>C/O CORVEX MANAGEMENT LP</u> <u>667 MADISON AVENUE</u>  (Street) <u>NEW YORK NY 10065</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2025</u>	
	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	05/02/2025		A		23,485	A	\$62.11 <sup>(1)</sup>	2,497,266	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/02/2025		A		57,012	A	\$63.09 <sup>(5)</sup>	2,554,278	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/02/2025		A		26,678	A	\$64.31 <sup>(6)</sup>	2,580,956	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/02/2025		A		51,172	A	\$64.95 <sup>(7)</sup>	2,632,128	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/05/2025		A		40,335	A	\$64.45 <sup>(8)</sup>	2,672,463	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/05/2025		A		62,198	A	\$65.34 <sup>(9)</sup>	2,734,661	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/05/2025		A		42,472	A	\$65.96 <sup>(10)</sup>	2,777,133	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/05/2025		A		7,528	A	\$66.97 <sup>(11)</sup>	2,784,661	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/06/2025		A		26,798	A	\$61.2 <sup>(12)</sup>	2,811,459	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/06/2025		A		44,942	A	\$62.19 <sup>(13)</sup>	2,856,401	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/06/2025		A		42,500	A	\$63.08 <sup>(14)</sup>	2,898,901	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	05/06/2025		A		9,728	A	\$63.96 <sup>(15)</sup>	2,908,629	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock								333,144	I	See footnote <sup>(3)</sup>
Class A Common Stock								7,205 <sup>(16)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	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 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)
1. Name and Address of Reporting Person*										
<a href="#">Meister Keith A</a>										
(Last)	(First)	(Middle)								
<a href="#">C/O CORVEX MANAGEMENT LP</a>										
<a href="#">667 MADISON AVENUE</a>										
(Street)										
<a href="#">NEW YORK</a>	<a href="#">NY</a>	<a href="#">10065</a>								
(City)	(State)	(Zip)								
1. Name and Address of Reporting Person*										
<a href="#">Corvex Management LP</a>										
(Last)	(First)	(Middle)								
<a href="#">667 MADISON AVENUE</a>										
(Street)										
<a href="#">NEW YORK</a>	<a href="#">NY</a>	<a href="#">10065</a>								
(City)	(State)	(Zip)								

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$61.74 to \$62.67. 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 bought at each separate price within the ranges set forth in footnotes (1), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), and (15) to this Form 4.
- Investment funds advised by Corvex Management LP are the record holders of 2,908,629 shares of the Class A common stock, par value \$0.0001 per share ("Class A Common Stock") of GeneDx Holdings Corp. (the "Issuer") reported herein. Mr. Meister may be deemed to indirectly beneficially own these shares by virtue of Mr. Meister's control of the general partner of Corvex Management LP.
- CMLS Holdings LLC ("CMLS Holdings") is the record holder of 333,144 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 of record by CMLS Holdings reported herein.
- For the purposes of this filing, Mr. Meister disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. This filing shall not be deemed an admission that Mr. Meister 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.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$62.78 to \$63.74.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$63.79 to \$64.55.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$64.85 to \$65.01.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$63.79 to \$64.78.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$64.79 to \$65.75.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$65.82 to \$66.81.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$66.82 to \$67.37.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$60.60 to \$61.53.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$61.66 to \$62.65.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$62.66 to \$63.65.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions within the range of \$63.67 to \$64.25.
- The Shares reflected as beneficially owned by Mr. Meister include 7,205 Shares that were issued upon the vesting of restricted stock units, that were granted to Mr. Meister in connection with his service on the board of directors of the Issuer.

[/s/ Keith A. Meister](#) [05/06/2025](#)

[CORVEX MANAGEMENT](#)

[LP Name: /s/ Keith Meister](#) [05/06/2025](#)

[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.

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