

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): **April 14, 2023 (April 12, 2023)**

GeneDx Holdings Corp.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-39482 (Commission File Number)	85-1966622 (I.R.S. Employer Identification No.)
333 Ludlow Street, North Tower Stamford, Connecticut (Address of Principal Executive Offices)	(800) 298-6470 Registrant's telephone number, including area code (Former name or former address, if changed since last report.)	06902 (Zip Code)

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(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	WGS	The Nasdaq Global Select Market
Warrants to purchase one share of Class A common stock, each at an exercise price of \$11.50 per share	WGSWW	The Nasdaq Global Select Market

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements with Certain Officers.

On April 14, 2023, GeneDx Holdings Corp. (the “Company”) announced the Company and Jason Ryan entered into an amendment on April 12, 2023 (the “Amendment”) to Mr. Ryan’s Executive Chairman Agreement, dated as of January 17, 2022 (the “Employment Agreement”), in order to extend the period of Mr. Ryan’s employment as Executive Chairman and amend the terms of Mr. Ryan’s employment, effective as of April 10, 2023.

The Amendment provides that for calendar year 2023 Mr. Ryan shall be employed 50% of his time by the Company and receive a base annual salary of \$337,500 (the “**Base Salary**”), with an opportunity to receive an annual performance bonus for calendar year 2023 with a target amount equal to one hundred percent of the Base Salary. Except as set forth in the Amendment, the Employment Agreement will remain unmodified and in full force and effect.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No</u>	<u>Description</u>
10.1	Amendment No. 1 to Executive Chairman Agreement
104	Cover Page Interactive Data File (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: April 14, 2023

By: /s/ Katherine Stueland
Name: Katherine Stueland
Title: Chief Executive Officer

**AMENDMENT NO. 1
TO
EXECUTIVE CHAIRMAN AGREEMENT**

THIS AMENDMENT NO. 1 (this “*Amendment*”) is dated as of April 10, 2023, and amends the Executive Chairman Agreement dated as of January 17, 2022 by and between GeneDx Holdings Corp. (formerly named Sema4 Holdings Corp.) (the “*Corporation*”) and Jason Ryan (the “*Executive*”) (the “*Prior Agreement*”).

WITNESSETH:

WHEREAS, the Corporation wishes to set forth the terms and conditions of the Executive’s continued employment as Executive Chairman of the Board, on terms and conditions mutually agreeable and beneficial to the Corporation and the Executive; and

WHEREAS, the Executive is willing to continue to render services to the Corporation pursuant to the terms and conditions hereof.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements of the parties herein contained, the parties, intending to be legally bound, hereby agree as follows:

1. Definitions. For the purposes of this Amendment, capitalized words and phrases not otherwise defined herein shall have the meanings set forth in the Prior Agreement.

2. End Date. The Corporation and the Executive hereby mutually agree that the “*End Date*” shall hereafter mean December 31, 2023. However, solely for purposes of Section 4.A(2) of the Prior Agreement as it pertains to the vesting of the Equity Awards as described in Section 4.A of the Prior Agreement, the End Date shall continue to mean December 31, 2022.

3. Business Time. The Corporation and the Executive hereby mutually agree that, commencing on January 1, 2023, it was and is anticipated that the Executive will be employed 50% of his time by the Corporation during the Term.

4. Base Salary. The Corporation and the Executive hereby mutually agree that, commencing on January 1, 2023 and for the balance of the Term, the “*Base Salary*” shall equal \$337,500 per annum. The Executive acknowledges that he has received a base salary at a rate in excess of such amount in respect of the portion of calendar year 2023 elapsed through the date hereof, and that the Corporation shall withhold such excess from one or more payroll periods following the date hereof.

5. Performance Bonus. In addition to the Base Salary, the Executive shall be eligible to receive an annual performance bonus for calendar year 2023 (the “*Performance Bonus*”) with a target amount equal to one hundred percent (100%) of the Base Salary. The Performance Bonus shall be paid within the first ninety (90) days of calendar year 2024 (subject to applicable federal, state and local tax withholdings). The amount of the Performance Bonus (which may be greater than or less than the target amount, if actual performance is greater than or less than the performance goals) shall be determined by the Board based on the Board’s determination of the extent of the achievement of performance goals for the Corporation and/or the Executive for such calendar year.

Except as otherwise set forth herein the Prior Agreement will remain unmodified and in full force and effect.
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation and the Executive have executed this Amendment as of the first date written above.

THE CORPORATION

GeneDx Holdings Corp.

By: /s/ Karen White

Name: Karen White

Title: Chief People Officer, pursuant to authority delegated by the Compensation Committee of the Board

THE EXECUTIVE

/s/ Jason Ryan

Jason Ryan

[Signature Page to Amendment No. 1 to Executive Chairman Agreement]