

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) X Director X 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2023</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	11/15/2023		S		883,742	D	\$1.29	3,011,066 <sup>(8)</sup>	I	See footnotes <sup>(1)(2)(3)</sup>
Class A Common Stock								1,377 <sup>(8)</sup>	D	

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	Title	Amount or Number of Shares				
Total Return Swaps	(4)(5)(6)	11/15/2023		J/K <sup>(4)(5)</sup>			205,738 <sup>(8)</sup>	(4)(5)(6)	(4)(5)(6)	Class A Common Stock	0	(4)(5)(6)	0	I	See footnotes <sup>(7)</sup>
Total Return Swaps	(5)(6)	11/15/2023		J/K <sup>(5)(6)(7)</sup>		205,738		(5)(6)	(5)(6)	Class A Common Stock	205,738	\$1.29	205,738	I	See footnotes <sup>(7)</sup>
Total Return Swaps	(5)(6)	11/15/2023		J/K <sup>(5)(6)(7)</sup>		883,742		(5)(6)	(5)(6)	Class A Common Stock	883,742	\$1.29	883,742	I	See footnotes <sup>(7)</sup>

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)
1. Name and Address of Reporting Person* <u>Corvex Management LP</u> _____ (Last) (First) (Middle) <u>667 MADISON AVENUE</u> _____ (Street) <u>NEW YORK NY 10065</u> _____ (City) (State) (Zip)

Explanation of Responses:

- Investment funds advised by Corvex Management LP are the record holders of 2,473,781 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 537,285 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 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.
- 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.
- As previously reported, on December 1, 2022, investment funds advised by Corvex Management LP (the "Corvex Funds"), the general partner of which is controlled by Mr. Meister, entered into cash-settled swaps (the "Initial Total Return Swap") with a counterparty under which the Corvex Funds acquired the economic long-side exposure to a basket of securities which included a notional interest in 205,738 shares of Class A Common

Stock (as adjusted to reflect the impact of a 1-for-33 reverse stock split of the Issuer's Common Stock that became effective on May 4, 2023, the "Reverse Stock Split") for a reference price of \$13.167 per share (as adjusted to reflect the Reverse Stock Split).

5. On November 15, 2023, contemporaneously with the disposal reported in Table I, the Initial Total Return Swap was terminated and the Corvex Funds entered into new cash-settled swaps with a counterparty under which the Corvex Funds acquired the economic long-side exposure to (i) a notional interest in 205,738 shares of Class A Common Stock (the "Second Total Return Swap") for a reference price of \$1.29 per share and (ii) a basket of securities which includes a notional interest in 833,742 shares of Class A Common Stock for a reference price of \$1.29 per share (the "Third Total Return Swap").

6. Under the terms of the Initial Total Return Swap, Second Total Return Swap, and Third Total Return Swap (each, a "Total Return Swap") (i) the counterparty is obligated to pay in cash to the Corvex Funds any positive price performance in the applicable notional securities from the applicable reference price and (ii) the Corvex Funds are obligated to pay in cash to the counterparty any negative price performance in the applicable notional securities from the applicable reference price as of the termination of such Total Return Swap, and, in the case of the Initial Total Return Swap and the Third Total Return Swap, as part of the overall cash payment to be made under such Total Return Swap, taking into account the other securities reflected in the basket. All balances are required to be exclusively cash settled at the termination of each Total Return Swap. Each Total Return Swap has a maximum term of three years.

7. The Total Return Swaps do not give the Corvex Funds direct or indirect voting, investment, or dispositive control over any securities of the Issuer, do not provide for the Corvex Funds to have any power to acquire any shares of Class A Common Stock from the counterparty, and do not require the counterparty to acquire, hold, vote or dispose of any securities of the Issuer. The Total Return Swaps, but not the applicable notional securities, are owned by the Corvex Funds. Mr. Meister disclaims beneficial ownership of all notional securities underlying the Total Return Swaps reported as indirectly owned except to the extent of his pecuniary interest therein.

8. Share amounts have been adjusted to reflect the Reverse Stock Split.

/s/ Keith A. Meister 11/17/2023

CORVEX MANAGEMENT LP

Name: /s/ Keith Meister Title: 11/17/2023

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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