

**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): **February 14, 2023**

**GeneDx Holdings Corp.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> <small>(State or other jurisdiction of incorporation or organization)</small>	<b>001-39482</b> <small>(Commission File Number)</small>	<b>85-1966622</b> <small>(I.R.S. Employer Identification No.)</small>
<b>333 Ludlow Street, North Tower, 8th Floor</b> <b>Stamford, Connecticut</b> <small>(Address of Principal Executive Offices)</small>	<b>(800) 298-6470</b> <small>Registrant's telephone number, including area code (Former name or former address, if changed since last report.)</small>	<b>06902</b> <small>(Zip Code)</small>

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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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.**

*(b) Resignation of Director*

On February 14, 2023, Dr. Michael Pellini notified GeneDx Holdings Corp. (“GeneDx”) that he is stepping down from the Board of Directors (the “Board”), effective immediately, to allocate additional time to his role as Managing Partner of Section 32, LLC (“Section 32”). GeneDx thanks Dr. Pellini for his many contributions and his partnership in repositioning the business for future profitability and growth, and thanks Section 32 for its continued support and participation in the recent \$150 million equity financing in January 2023. Dr. Pellini’s resignation did not result from any disagreements with GeneDx’s management or the Board.

Dr. Pellini has served as a member of the Board since July 2021 and previously served as a member of the board of directors of Mount Sinai Genomics, Inc. dba Sema4 from August 2019 to July 2021. GeneDx will evaluate whether to fill the vacancy created by Dr. Pellini’s resignation or reduce the size of the Board.

**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: February 14, 2023

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