

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Casdin Eli</u>  (Last) (First) (Middle) <u>C/O GENEDX HOLDINGS CORP.</u> <u>333 LUDLOW ST, NORTH TOWER</u>  (Street) <u>STAMFORD CT 06902</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>06/20/2024</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	06/20/2024		M		5,828	A	\$0 <sup>(1)</sup>	7,593	D	
Class A Common Stock								333,144	I	See CMLS Holdings LLC <sup>(2)</sup>
Class A Common Stock								432,902	I	See Casdin Partners FO1-MSV, LP <sup>(3)</sup>
Class A Common Stock								3,093,509	I	See Casdin Partners Master Fund, LP <sup>(4)</sup>

**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					
Restricted Stock Unit	(1)	06/20/2024		M		5,828		(5)	(5)	Class A Common Stock	\$0	0	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement for no consideration.
- The 333,144 shares of Class A Common Stock reported in the table above are owned directly by CMLS Holdings LLC ("CMLS Holdings"). The Board of Managers of CMLS Holdings LLC is comprised of Mr. Casdin and Mr. Keith Meister who share voting and investment discretion with respect to the Class A common stock held of record by CMLS Holdings LLC. C-LSH LLC and M-LSH LLC are the members of CMLS Holdings LLC, and Messrs. Casdin and Meister are the managing members of C-LSH LLC and M-LSH LLC, respectively. As such, Mr. Casdin may be deemed to have or share beneficial ownership of the securities held directly by CMLS Holdings LLC. Each of C-LSH LLC and Mr. Casdin disclaims beneficial ownership of these shares except to the extent of its or his respective pecuniary interest therein.
- The 432,902 shares of Class A Common Stock reported in the table above are owned directly by Casdin Partners FO1-MSV, LP and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC, the investment adviser to Casdin Partners FO1-MSV, LP, (ii) Casdin Partners GP, LLC, the general partner of Casdin Partners FO1-MSV, LP, and (iii) Mr. Casdin, the managing member of Casdin Capital, LLC and Casdin Partners GP, LLC. Each of Casdin Capital, LLC, Casdin Partners GP, LLC and Mr. Casdin disclaims beneficial ownership of such securities except to the extent of its or his respective pecuniary interest therein.
- The 3,093,509 shares of Class A Common Stock reported in the table above are owned directly by Casdin Partners Master Fund, L.P. (the "Master Fund") and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC, the investment adviser to the Master Fund ("Casdin"), (ii) Casdin Partners GP, LLC, the general partner of the Master Fund (the "GP"), and (iii) Eli Casdin, the managing member of Casdin and the GP.
- The RSUs shall vest the earlier of (a) the date of the next annual meeting of the Issuer's shareholders following the grant date, and (b) the first anniversary of the grant date, subject to the Reporting Person continuing to provide services to the Issuer through each vesting 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.**