1. Name and Address of Reporting Person
   Casdin Eli
   333 LUDLOW ST, NORTH TOWER, 8TH FL.
   STAMFORD CT 06902

2. Issuer Name and Ticker or Trading Symbol
   GeneDx Holdings Corp. [ WGS ]

3. Date of Earliest Transaction (Month/Day/Year)
   01/31/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)
   02/02/2023

5. Relationship of Reporting Person(s) to Issuer
   X Director
   X 10% Owner
   Officer (give title below)
   Other (specify below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>01/31/2023</td>
<td>P</td>
<td>A</td>
<td>71,428,542</td>
<td>87,866,042</td>
<td>I</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/31/2023</td>
<td>P</td>
<td>A</td>
<td>14,285,743</td>
<td>14,285,743</td>
<td>I</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>10,993,750</td>
<td>I</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>12,836</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanations of Responses:
1. The 87,866,042 shares of Class A common stock reported in the table above are owned directly by Casdin Partners Master Fund, LP and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC; (ii) Casdin Partners GP, LLC; (iii) Mr. Casdin, the managing member of Casdin Capital, LLC and Casdin Partners GP, LLC; (iv) Mr. Keith Meister, the managing member of Casdin Capital, LLC; (v) Mr. Casdin, the managing member of Casdin Partners Master Fund, LP; and (vi) Mr. Casdin, the managing member of CMLS Holdings 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 respective pecuniary interest therein.

2. The 14,285,743 shares of Class A common stock reported in the table above are owned directly by Casdin Partners FOI-MSV, LP and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC; (ii) Casdin Partners FOI-MSV, LP; (iii) Casdin Partners GP, LLC; (iv) Mr. Casdin, the managing member of Casdin Capital, LLC; (v) Mr. Casdin, the managing member of Casdin Partners GP, LLC; (vi) Mr. Casdin, the managing member of CMLS Holdings LLC; and (vii) Mr. Keith Meister, the managing member of CMLS Holdings LLC. Each of Casdin Partners FOI-MSV, LP and Mr. Casdin disclaims beneficial ownership of such securities except to the extent of its respective pecuniary interest therein.

3. The 10,993,750 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 respective pecuniary interest therein.

Remarks:

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).

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.