

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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, 6TH FLOOR</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>06/18/2026</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/18/2026		M		3,576	A	\$0 ⁽¹⁾	24,093	D	
Class A Common Stock								3,707,164	I	By Casdin Partners Master Fund, LP ⁽²⁾
Class A Common Stock								19,247	I	By Casdin Partners GP, LLC ⁽³⁾
Class A Common Stock								333,144	I	By CMLS Holdings LLC ⁽⁴⁾

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
Restricted Stock Unit	(1)	06/18/2026		A		4,248		(5)	(5)	Class A Common Stock	4,248	\$0	4,248	D	
Restricted Stock Unit	(1)	06/18/2026		M		3,576		(6)	(6)	Class A Common Stock	3,576	\$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 securities 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) the Reporting Person, who is the managing member of Casdin and the GP.
- The securities are owned directly by the GP and may be deemed to be indirectly beneficially owned by the Reporting Person, who is the managing member of the GP.
- The securities are owned directly by CMLS Holdings LLC ("CMLS Holdings"). The Board of Managers of CMLS Holdings includes the Reporting Person, who, as a member of the Board of Managers of CMLS Holdings, shares voting and investment discretion with respect to securities held by CMLS Holdings.
- The entire award shall vest on the earlier of the (i) date of the 2027 annual meeting of the Issuer's stockholders, or (ii) first anniversary of the grant date, subject to the Reporting Person's continued service to the Issuer through the vesting date. These RSUs do not have an expiration date; they either vest or are cancelled prior to the vesting date.
- The entire award vested or vests on the earlier of the: (i) date of the 2026 annual meeting of the Issuer's stockholders, or (ii) first anniversary of the grant date, subject to the Reporting Person's continued service to the Issuer through the vesting date. These RSUs do not have an expiration date; they either vest or are cancelled prior to the vesting date.

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported on this Form 4 except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Bridget Brown, Attorney-in-Fact 06/23/2026

** 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.

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.