

**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 Capital, LLC</u> <hr/> (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS SUITE 2600 <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GeneDx Holdings Corp. [ WGS ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 03/04/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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	03/04/2024		P		40,000	A	\$8.7427 <sup>(1)</sup>	2,702,609	D <sup>(2)</sup>	
Class A Common Stock	03/05/2024		P		900	A	\$8.827 <sup>(3)</sup>	2,703,509	D <sup>(2)</sup>	
Class A Common Stock								3,142	D <sup>(4)</sup>	
Class A Common Stock								432,902	I	See footnote <sup>(5)</sup>
Class A Common Stock								333,144	I	See footnote <sup>(6)</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					

1. Name and Address of Reporting Person\*  
Casdin Capital, LLC  


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 (Last) (First) (Middle)  
 1350 AVENUE OF THE AMERICAS  
 SUITE 2600  


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 (Street)  
 NEW YORK NY 10019  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Casdin Eli  


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 (Last) (First) (Middle)  
 1350 AVENUE OF THE AMERICAS  
 SUITE 2600  


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 (Street)  
 NEW YORK NY 10019  


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 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Casdin Partners Master Fund, L.P.</a>		
(Last)	(First)	(Middle)
1350 AVENUE OF THE AMERICAS		
SUITE 2600		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Casdin Partners GP, LLC</a>		
(Last)	(First)	(Middle)
1350 AVENUE OF THE AMERICAS		
SUITE 2600		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Casdin Partners FO1-MSV, LP</a>		
(Last)	(First)	(Middle)
C/O CASDIN PARTNERS GP, LLC		
1350 AVENUE OF THE AMERICAS, SUITE 2600		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$8.6895 to \$8.7811. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
2. 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 ("Cascin"), (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.
3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$8.8236 to \$8.84. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
4. The securities are owned directly by Eli Casdin.
5. The securities are owned directly by Casdin Partners FO1-MSV, LP ("Cascin FO1") and may be deemed to be indirectly beneficially owned by (i) Casdin, the investment adviser to Casdin FO1, (ii) the GP, the general partner of Casdin FO1, and (iii) Eli Casdin, the managing member of Casdin Capital, LLC and Casdin Partners GP, LLC.
6. The securities are owned directly by CMLS Holdings LLC ("CMLS Holdings"). The Board of Managers of CMLS Holdings includes Eli Casdin, who, as a member of the Board of Managers of CMLS Holdings, shares voting and investment discretion with respect to the common stock held by CMLS Holdings.

**Remarks:**

Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

[Casdin Capital LLC, By: /s/ Eli Casdin, Managing Member](#) [03/06/2024](#)  
[/s/ Eli Casdin, Eli Casdin](#) [03/06/2024](#)  
[Casdin Partners Master Fund, LP, By: Casdin Partners GP, LLC, its General Partner, By: /s/ Eli Casdin, Managing Member](#) [03/06/2024](#)  
[Casdin Partners GP LLC, By: /s/ Eli Casdin, Managing Member](#) [03/06/2024](#)  
[Casdin Partners FO1-MSV, LP, its General Partner, By: /s/ Eli Casdin, Managing Member](#) [03/06/2024](#)

\*\* 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.

