

**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>Stueland Katherine</u> <hr/> (Last) (First) (Middle) C/O GENEDX HOLDINGS CORP. 333 LUDLOW ST., NORTH TOWER, 6TH FLOOR <hr/> (Street) STAMFORD CT 06902 <hr/> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHIEF EXECUTIVE OFFICER</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2025	
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	12/16/2025		M		18,750	A	\$0 <sup>(1)</sup>	25,094	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		369	D	\$138.93 <sup>(3)</sup>	24,725	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		1,031	D	\$140.0824 <sup>(4)</sup>	23,694	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		2,679	D	\$141.2047 <sup>(5)</sup>	21,015	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		604	D	\$142.1187 <sup>(6)</sup>	20,411	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		940	D	\$144.2738 <sup>(7)</sup>	19,471	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		1,628	D	\$145.3562 <sup>(8)</sup>	17,843	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		1,970	D	\$146.9282 <sup>(9)</sup>	15,873	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		932	D	\$148.5496 <sup>(10)</sup>	14,941	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		274	D	\$149.198 <sup>(11)</sup>	14,667	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		74	D	\$150.75	14,593	D	
Class A Common Stock	12/16/2025		S <sup>(2)</sup>		356	D	\$140.95	14,237 <sup>(12)</sup>	D	

**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)	12/16/2025		M		18,750	(13)	(13)		Class A Common Stock	18,750	\$0	93,750	D	

**Explanation of Responses:**

1. 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.
2. The sale reported on this Form 4 represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The sale was to satisfy tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.65 to \$139.41, inclusive. 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 sold at each separate price within the ranges set forth in this footnote and in footnotes 4 through 11.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.70 to \$140.465, inclusive.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.72 to \$141.68, inclusive.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$141.76 to \$142.41, inclusive.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.75 to \$144.74, inclusive.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$144.80 to \$145.55, inclusive.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$146.605 to \$147.51, inclusive.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$147.85 to \$148.76, inclusive.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$149.01 to \$149.32, inclusive.
12. Following the reported sale undertaken to satisfy tax withholding liabilities, in addition to the 14,237 shares of Class A Common Stock beneficially owned by the Reporting Person, the Reporting Person beneficially owned RSUs representing contingent rights to receive up to an aggregate of 415,368 shares of Class A Common Stock and options to purchase up to an aggregate of 107,610 shares of Class A Common Stock, which RSUs and options vest according to their respective terms.
13. 6.25% of the total award vested or vests quarterly, subject to the Reporting Person's continued service to the Issuer on each vesting date, and with the first tranche vested on March 16, 2023. These RSUs do not have an expiration date; they either vest or are cancelled prior to the vesting date.

/s/ Bridget Brown, Attorney-in-Fact 12/18/2025

\*\* 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.

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