

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001535472
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer GeneDx Holdings Corp.
SEC File Number 001-39482
Address of Issuer 333 Ludlow Street, North Tower,
6th Floor
Stamford
CONNECTICUT
06902
Phone 800-298-6470
Name of Person for Whose Account the Securities are To Be Sold Corvex Management LP on behalf of Corvex Master Fund LP and Corvex Select Equity Master Fund(1)

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Affiliate

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Class A common stock, \$0.0001 par value per share(2)	Goldman Sachs & Co. LLC 200 West Street New York NY 10282	833742	1075527.00	25884279	11/15/2023	Nasdaq Global Select

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the	Date you	Nature of	Name of	Is	Date	Amount of	Date of	Nature of
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Class	Acquired	Acquisition Transaction	Person from Whom Acquired	this a Gift?	Donor Acquired	Securities Acquired	Payment	Payment *
Class A common stock, \$0.0001 par value per share	07/22/2021	Purchase from Issuer(3)	GeneDx Holdings Corp.	<input type="checkbox"/>		21324	07/22/2021 cash	
Class A common stock, \$0.0001 par value per share	04/29/2022	Purchase from Issuer(3)	GeneDx Holdings Corp.	<input type="checkbox"/>		221818	04/29/2022 cash	
Class A common stock, \$0.0001 par value per share	02/01/2023	Purchase from Issuer(3)	GeneDx Holdings Corp.	<input type="checkbox"/>		590600	02/01/2023 cash	

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks 1. Corvex Management LP is deemed to be the beneficial owner of the shares of Class A common stock ("Common Stock") of GeneDx Holdings Corp. (the "Issuer") held by Corvex Master Fund LP and Corvex Select Equity Master Fund. 2. Includes 590,600 shares of Common Stock held by Corvex Master Fund LP and 243,142 shares of Common Stock held by Corvex Select Equity Master Fund LP. 3. Share amounts have been adjusted to reflect the impact of a 1-for-33 reverse stock split of the Issuer's Common Stock that became effective on May 4, 2023.

Date of Notice 11/15/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Patrick Dooley, authorized signatory of Corvex Management LP

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)