

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **June 20, 2023 (June 14, 2023)**

GeneDx Holdings Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-39482

(Commission File Number)

85-1966622

(I.R.S. Employer Identification No.)

333 Ludlow Street, North Tower

Stamford, Connecticut

(Address of Principal Executive Offices)

06902

(Zip Code)

(800) 298-6470

Registrant's telephone number, including area code
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	WGS	The Nasdaq Global Select Market
Warrants to purchase one share of Class A common stock, each at an exercise price of \$379.50 per share	WGSWW	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 14, 2023, GeneDx Holdings Corp., a Delaware corporation (the “Company”), held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Stockholders considered and voted on the matters listed below. The proposals are described in detail in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 28, 2023.

There were 25,590,152 shares of the Class A common stock issued and outstanding on May 8, 2023, the record date for the Annual Meeting. The Stockholders voted on the following proposals at the Annual Meeting, each of which was approved.

The final voting results from the Annual Meeting are set forth below.

- (1) Proposal No. 1 — The Class II Director Election Proposal** — To elect two Class II directors of the Company, each to serve a three-year term expiring at the Company’s 2026 annual meeting of stockholders and until such director’s successor is duly elected and qualified or until such director’s earlier death, resignation, disqualification or removal:

Nominee	Votes For	Votes Withheld
Katherine Stueland	9,759,969	2,895,500
Jason Ryan	9,049,659	3,605,810

- (2) Proposal No. 2 — The Auditor Ratification Proposal** — To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023:

Votes For	Votes Against	Abstentions
17,113,504	24,127	3,783

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No</u>	<u>Description</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GeneDx Holdings Corp.

Date: June 20, 2023

By: /s/ Katherine Stueland
Name: Katherine Stueland
Title: Chief Executive Officer