

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 0001883139
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 888-729-1206

Name of Person for Whose Account the Securities are To Be Sold ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI
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 Stockholder

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	Jefferies LLC 520 Madison Avenue New York NY 10022	373569	35799117.27	28068274	02/24/2025	NASDAQ
Class A Common Stock	TD Cowen & Co 599 Lexington Ave New York NY 10022	373569	35799117.27	28068274	02/24/2025	NASDAQ

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 Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
Class A Common Stock	07/22/2021	Merger Consideration	Issuer	<input type="checkbox"/>		2677439	07/22/2021	N/A

* 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

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 150 East 42nd Street Suite 2- B.1 New York NY 10017	Class A Common Stock	11/15/2024	20359	1420663.00
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 150 East 42nd Street Suite 2- B.17 New York NY 10017	Class A Common Stock	11/18/2024	126782	8973059.00
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 150 East 42nd Street Suite 2- B.17 New York NY 10017	Class A Common Stock	01/30/2025	200000	15700000.00
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 150 East 42nd Street Suite 2- B.17 New York NY 10017	Class A Common Stock	02/13/2025	400000	31031040.00
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 150 East 42nd Street Suite 2- B.17 New York NY 10017	Class A Common Stock	02/14/2025	89676	6898739.00
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 150 East 42nd Street Suite 2- B.17 New York NY 10017	Class A Common Stock	02/18/2025	350000	35142415.00
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 150 East 42nd Street Suite 2- B.17 New York NY 10017	Class A Common Stock	02/19/2025	100000	10857230.00
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 150 East 42nd Street Suite 2- B.17 New York NY 10017	Class A Common Stock	02/20/2025	206447	20854140.00

144: Remarks and Signature

Remarks Share amounts have been adjusted to reflect a 1-for-33 reverse stock split of the Issuer's common stock that became effective on May 4, 2023. It is intended that the 373,569 shares will be offered through the two brokers listed, though the allocation among such brokers has not yet been definitively determined. The shares are intended to be sold from time to time beginning 02/24/2025.

Date of Notice 02/24/2025

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/ Vincent Tammaro, Chief Financial Officer

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