

**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>Casdin Eli</u>  (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS SUITE 2600  (Street) NEW YORK NY 10019  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/18/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 06/23/2025	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	06/18/2025 <sup>(1)</sup>		M		12,924	A	\$0 <sup>(2)</sup>	20,518	D	
Class A Common Stock								3,507,164	I	See Casdin Partners Master Fund, LP <sup>(3)</sup>
Class A Common Stock								19,247	I	See Casdin Partners GP, LLC <sup>(4)</sup>
Class A Common Stock								333,144	I	See CMLS Holdings LLC <sup>(5)</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					
Restricted Stock Unit	(2)	06/18/2025		A		3,576		(6)	(6)	Class A Common Stock	\$0	3,576	D	
Restricted Stock Unit	(2)	06/18/2025		M		12,924		(6)	(6)	Class A Common Stock	\$0	0	D	

**Explanation of Responses:**

- Due to clerical errors in prior filings, (i) the number of Class A Common Shares held directly by Eli Casdin was overstated by 1,376 shares in Form 4 filings filed from March 6th, 2024 through June 5th, 2024; and (ii) the Form 4 filed on August 5, 2024 understated Mr. Casdin's direct Class A Common Share holdings by 4,452 shares, as it did not reflect the correct total of 7,594 shares held directly following the vesting of 5,828 RSUs on June 20, 2024. These discrepancies in Class A Common Shares held by Eli Casdin have been corrected in subsequent filings.
- 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.
- The securities are owned directly by the 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 ("Casdin"), (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.
- The securities are owned directly by the GP and may be deemed to be indirectly beneficially owned by Eli Casdin, the managing member of the GP.
- 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.
- The RSUs shall vest the earlier of (a) the date of the next annual meeting of the Issuer's shareholders following the grant date, and (b) the first anniversary of the grant date, subject to the Reporting Person continuing to provide services to the Issuer through each vesting date.

**Remarks:**

This Form 4 is being amended to include footnote 1. The 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 the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Eli Casdin, Eli Casdin

08/07/2025

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**