

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): **May 22, 2023 (May 18, 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 8.01 Other Events.

On May 18, 2023, GeneDx Holdings Corp. (the “Company”) received a letter from The Nasdaq Stock Market LLC (“Nasdaq”) stating that, because the Company’s Class A common stock had a closing bid price at or above \$1.00 per share for a minimum of ten (10) consecutive business days, the Company had regained compliance with the minimum bid price requirement of \$1.00 per share for continued listing on the Nasdaq Global Select Market, as set forth in Nasdaq Listing Rule 5450(a)(1), and that the matter is now closed. A copy of the press release issued on May 22, 2023 announcing the receipt of the notice is attached hereto as Exhibit 99.1.

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

<u>Exhibit No</u>	<u>Description</u>
99.1	Press Release, dated May 22, 2023
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: May 22, 2023

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

GeneDx Regains Compliance with NASDAQ Minimum Bid Price Requirement

STAMFORD, CT — May 22, 2023 — GeneDx (Nasdaq: WGS), a leader in delivering improved health outcomes through genomic and clinical insights, today announced that it had received a letter from The Nasdaq Stock Market LLC (“Nasdaq”) stating that, because the Company’s Class A common stock had a closing bid price at or above \$1.00 per share for a minimum of ten (10) consecutive business days, the Company had regained compliance with the minimum bid price requirement of \$1.00 per share for continued listing on the Nasdaq Global Select Market, as set forth in Nasdaq Listing Rule 5450(a)(1), and that the matter is now closed.

As previously disclosed, the Company was notified on December 28, 2022 that its common stock failed to maintain a minimum bid price of \$1.00 or more over the previous 30 consecutive business days, as required by the Nasdaq Listing Rules. Following a 1-for-33 reverse stock split, the Class A common stock opened for trading on the Nasdaq Global Select Market on a split-adjusted basis on May 4, 2023.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws, including statements concerning expectations regarding the effect of the reverse stock split including its impact on the stock price and continued listing on the Nasdaq Global Select Market. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release. You should carefully consider the risks and uncertainties described in the “Risk Factors” section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 16, 2023, and other documents filed by us from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and we assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. We do not give any assurance that we will achieve our expectations.

About GeneDx

GeneDx, (Nasdaq: WGS) delivers personalized and actionable health insights to inform diagnosis, direct treatment and improve drug discovery. The company is uniquely positioned to accelerate the use of genomic and large-scale clinical information to enable precision medicine as the standard of care. GeneDx is at the forefront of transforming healthcare through its industry-leading exome and genome testing and interpretation, fueled by one of the world’s largest rare disease data sets. For more information, please visit [genedx.com](https://www.genedx.com) and connect with us on LinkedIn, Facebook, and Instagram.

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