

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549



Check this box if no  
longer subject to  
Section 16. Form 4 or  
Form 5 obligations may  
continue. See  
Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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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|                                                              |         |          |                                                                             |  |                                                                                                                                                                              |  |
|--------------------------------------------------------------|---------|----------|-----------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person<br>OPKO Health, Inc. |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>GeneDx Holdings, Corp. [WGS] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director <u>X</u> 10% Owner<br>____ Officer (give title below) ____ Other (specify below) |  |
| (Last)                                                       | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/26/2023              |  |                                                                                                                                                                              |  |
| 4400 Biscayne Blvd.                                          |         |          |                                                                             |  |                                                                                                                                                                              |  |
| (Street)                                                     |         |          | 4. If Amendment, Date Original Filed (Month/Day/Year)                       |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><u>X</u> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person              |  |
| Miami                                                        | FL      | 33137    |                                                                             |  |                                                                                                                                                                              |  |
| (City)                                                       | (State) | (Zip)    |                                                                             |  |                                                                                                                                                                              |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |        | 5. Amount of Securities<br>Beneficially Owned Following<br>Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------------------------------------|---|-------------------------------------------------------------------------|---------------|--------|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                                            |                                                             | Code                                 | V | Amount                                                                  | (A) or<br>(D) | Price  |                                                                                                        |                                                                         |                                                                   |
| Class A Common Stock               | 01/26/2023                                 |                                                             | P                                    |   | 14,285,714                                                              | A             | \$0.35 | 94,285,714                                                                                             | D                                                                       |                                                                   |

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                     | (D) | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |

**Explanation of Responses:**

Adam Logal, Authorized Signatory

\*\*Signature of Reporting Person

01/31/2023

Date

\* 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.