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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 3\*)

**GeneDx Holdings, Corp.**

(Name of Issuer)

Class A Common Stock, par value  
\$0.0001 per share

(Title of Class of Securities)

**81663L200**

(CUSIP  
Number)

**Steven D. Rubin**  
**Executive Vice President - Administration**  
**OPKO Health, Inc.**  
**4400 Biscayne Boulevard**  
**Miami, Florida 33137**  
**Telephone: (305) 575-4100**

(Name, address and telephone number of person authorized to receive  
notices and communications)

**July 3, 2024**

(Date of event which requires filing of  
this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box ☐.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

- \* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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|--|--|--------------------------|--|
| <b>1</b>   | NAME OF REPORTING PERSONS  |                          |  |
|  | OPKO Health, Inc.  |                          |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   |                          |  |
|  | (a) <input type="checkbox"/> (b) <input type="checkbox"/>  |                          |  |
| <b>3</b>   | SEC USE ONLY   |                          |  |
| <b>4</b>   | SOURCE OF FUNDS  |                          |  |
|  | OO   |                          |  |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input checked="" type="checkbox"/> |                          |  |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |  |
|  | Delaware   |                          |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | <b>7</b>   | SOLE VOTING POWER        |  |
|  |  | 3,469,521 Shares         |  |
|  | <b>8</b>   | SHARED VOTING POWER      |  |
|  |  | -                        |  |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER   |  |
|  |  | 3,469,521                |  |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER |  |
|  |  | -                        |  |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   |                          |  |
|  | 3,469,521  |                          |  |
| <b>12</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>          |                          |  |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)   |                          |  |
|  | 13.27% <sup>(1)</sup>  |                          |  |
| <b>14</b>  | TYPE OF REPORTING PERSON   |                          |  |
|  | CO   |                          |  |

<sup>(1)</sup> Based on 26,15,866 shares of GeneDx Common Stock (as defined herein) of the Issuer (as defined herein) outstanding on April 24, 2024, as set forth in the Issuer's DEF14A filed with the SEC (as defined herein) on April 29, 2024.

**EXPLANATORY NOTE**

This Amendment No. 3 (the “Amendment”) to Schedule 13D is being filed with the Securities and Exchange Commission (the “SEC”) on behalf of OPKO Health, Inc., a Delaware corporation (“OPKO”) and relates to the Class A common stock, par value \$0.0001 per share (“GeneDx Common Stock”), of GeneDx Holdings Corp., a Delaware corporation (“GeneDx” or the “Issuer”) and amends and supplements the initial statement on Schedule 13D filed by OPKO with the SEC on May 9, 2022, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on February 3, 2023, as amended by Amendment No. 2 filed with the SEC on April 20, 2023 (the “Schedule 13D”). Capitalized terms used but not defined in this Amendment No. 3 shall have the same meanings ascribed to them in the Schedule 13D.

**ITEM 4. Purpose of Transaction.**

**Item 4 is amended by adding the following paragraph to the end of the item:**

In a series of transactions between July 1, 2024 and July 3, 2024, OPKO sold a total of 89,082 shares of GeneDx Common Stock on the open market at prices ranging from \$26.4607 to \$31.20 per share for an aggregate sale price of approximately \$2,457,285.

**ITEM 5. Interest in Securities of the Issuer.**

**Item 5 is deleted in its entirety and replaced with the following text:**

- (a) The Company’s beneficial ownership of GeneDx Common Stock is as set forth in the table below:

| <u>Name and Title of Beneficial Owner</u> | <u>Number of Outstanding Shares Beneficially Owned</u> | <u>Percentage of Outstanding Common Shares <sup>(1)</sup></u> |
|---|--|---|
| OPKO Health, Inc.                         | 3,469,521  | 13.27%  |

<sup>(1)</sup> Based on 26,15,866 shares of GeneDx Common Stock (as defined herein) of the Issuer (as defined herein) outstanding on April 24, 2024, as set forth in the Issuer’s DEF14A filed with the SEC (as defined herein) on April 29, 2024.

- (b) Items 7-10, inclusive, set forth on the cover page to this Amendment are hereby incorporated by reference in this Item 5.
- (c) In the last 60 days prior to the filing of this Amendment No. 3, OPKO sold a total of 89,082 shares of GeneDx Common Stock on the open market at prices ranging from \$26.4607 to \$31.20 per share for an aggregate sale price of approximately \$2,457,285. The following table sets forth the information with regard to GeneDx Common Stock sold by OPKO on the open market in the last 60 days.

| <u>Date</u> | <u>Shares of Common Stock</u> | <u>Aggregate Purchase Price</u> | <u>Price Per Share</u> |
|-------------|-------------------------------|---------------------------------|------------------------|
| 7/1/24      | 50,000                        | \$ 1,331,699                    | \$ 26.634              |
| 7/2/24      | 25,000                        | \$ 728,095                      | \$ 29.1238             |
| 7/3/24      | 14,082                        | \$ 397,491                      | \$ 28.2269             |

- (d) Except as described herein, no other person is known by OPKO to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of the Issuer beneficially owned by them.
- (e) Not applicable.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

OPKO Health, Inc.

Dated: July 5, 2024

By: /s/ Steven D. Rubin  
Name: Steven D. Rubin  
Title: Executive Vice President - Administration