

**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): December 5, 2023**

GoodRx Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-39549
(Commission File Number)**

**47-5104396
(IRS Employer
Identification No.)**

**2701 Olympic Boulevard
Santa Monica, California
(Address of Principal Executive Offices)**

**90404
(Zip Code)**

Registrant's Telephone Number, Including Area Code: (855) 268-2822

**Not applicable
(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:

- 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, \$0.0001 par value per share	GDRX	The Nasdaq Stock Market LLC

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 7.01. Regulation FD Disclosure.

GoodRx Holdings, Inc. (the "Company" and, together with its subsidiaries, collectively, "GoodRx," "we," "us" or "our") is providing information relating to its business relationship with CVS Health Corporation ("CVS Health") in response to CVS Health's recent announcement of CVS Pharmacy's new approach to its pharmacy reimbursement model, which is intended to be based on a formula built on drug costs plus a set markup and a fee.

GoodRx is well positioned in a market with evolving pharmacy reimbursement models that bring greater transparency to prescription drug costs. We have been advocating for lower prices for consumers since our founding and have demonstrated that we deliver innovative new ideas to help patients and plan sponsors while supporting retail pharmacies. Currently, GoodRx hosts discount card pricing agreements informed by acquisition cost-based pricing at a number of key retail pharmacy partners, including CVS Pharmacy. We plan to continue to implement an acquisition cost-based approach with retail pharmacy partners who are pursuing this reimbursement model. This is a part of our existing hybrid pharmacy contracting strategy that we believe we have been implementing with success.

The information in this Item 7.01 is furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and such information shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This Current Report on Form 8-K ("Form 8-K") contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding our plans, strategy and potential outcomes of our direct contracting approach with CVS Pharmacy and other retailers. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the important factors discussed in the sections entitled "Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as updated by the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2023, and in its other filings with the Securities and Exchange Commission. The forward-looking statements in this Form 8-K are based upon information available to the Company as of the date of this Form 8-K, and while the Company believes such information forms a reasonable basis for such statements, such information may be limited or incomplete, and the statements should not be read to indicate that the Company has conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements. While the Company may elect to update such forward-looking statements at some point in the future, it disclaims any obligation to do so, even if subsequent events cause its views to change.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOODRX HOLDINGS, INC.

Date: December 5, 2023

By: /s/ Karsten Voermann

Name: Karsten Voermann

Title: Chief Financial Officer