

**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): July 8, 2024

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Election

As previously disclosed in the Current Report on the Form 8-K filed by GoodRx Holdings, Inc. (the "Company") with the Securities and Exchange Commission (the "SEC") on March 14, 2024, Stephen LeSieur resigned as a member of the

Board of Directors of the Company (the "Board"), effective as of March 14, 2024.

On July 8, 2024, the Board, upon the recommendation of its Nominating and Corporate Governance Committee, elected Ian T. Clark as a Class III director, effective immediately, to fill the vacancy on the Board created by the resignation of Stephen LeSieur. As a Class III director, Mr. Clark's term will expire at the Company's 2026 Annual Meeting of Stockholders and until his successor is elected and qualified or until his earlier death, resignation or removal. The Board also appointed Mr. Clark as the Chair of the Board's newly established Innovation Committee and as a member of the Board's Nominating and Corporate Governance Committee. The Board has determined that Mr. Clark qualifies as "independent" under the rules of The Nasdaq Stock Market LLC.

There are no arrangements or understandings between Mr. Clark and any other person pursuant to which Mr. Clark was selected as a director, and there are no transactions in which the Company is a party and in which Mr. Clark has a material interest subject to disclosure under Item 404(a) of Regulation S-K. Mr. Clark has entered into the Company's standard indemnification agreement for directors and officers, the form of which was previously filed by the Company as Exhibit 10.1 to the Registration Statement on Form S-1/A (File No. 333-248465) initially filed by the Company with the SEC on September 14, 2020.

Director Compensation

Pursuant to the Company's amended and restated Non-Employee Director Compensation Program (the "A&R Director Compensation Program"), Mr. Clark was granted an initial award of restricted stock units ("RSUs") with a value of \$420,000 and a pro-rated Annual Award (as defined below) of RSUs with a value of \$209,836, in each case, on the date of his election to the Board. The number of RSUs underlying each award was determined by dividing the value by the average closing price for the Company's Class A common stock ("Common Stock") over the 30 calendar days preceding the grant date. The initial award will vest as to one-third of the shares underlying the grant on each of the first three anniversaries of the grant date, subject to Mr. Clark's continued service through the applicable vesting date. The pro-rated Annual Award will vest in full on the earlier of (i) June 6, 2025 and (ii) the date of the 2025 Annual Meeting of Stockholders, subject to Mr. Clark's continued service through the applicable vesting date. Under the A&R Director Compensation Program, Mr. Clark will also be eligible to receive the following compensation as a non-employee director: (a) an annual cash retainer of \$30,000 for his service on the Board (prorated based on his service during the 2024 fiscal year), (b) additional annual cash retainers of \$15,000 and \$10,000 for his service as the Chair of the Innovation Committee and as a member of the Nominating and Corporate Governance Committee (each, prorated based on his service during the 2024 fiscal year), respectively, and (c) if serving on the Board as of the date of the annual meeting of the Company's stockholders for a given calendar year, an annual award of RSUs with a target value of \$230,000 (each, an "Annual Award") granted on such annual meeting date.

Pursuant to the Company's Deferred Compensation Plan for Directors (the "Deferred Compensation Plan"), Mr. Clark will be permitted to defer (i) all or a portion of his annual cash retainers (including any cash retainers for service on a committee) earned under the A&R Director Compensation Program and (ii) the settlement of any of his RSU awards granted under the A&R Director Compensation Program beyond the applicable vesting period in accordance with the terms and conditions set forth in the Deferred Compensation Plan.

Committee Composition Update

In connection with Mr. Clark's election and other recent changes to the Board's composition, and to enhance the Board's committee structure, the Board also determined to (i) combine and reconstitute its Audit Committee and Compliance Committee into a single Audit and Risk Committee and (ii) establish a new Innovation Committee, each effective as of July 8, 2024. Following these changes, the members of each of the Board's standing committees are as set forth in the following chart:

Name	Audit and Risk	Compensation	Innovation	Nominating and Corporate Governance
Christopher Adams		X		Chair
Trevor Bezdek				X
Julie Bradley	Chair			
Ian T. Clark			Chair	X
Kelly J. Kennedy	X			
Gregory Mondre		Chair		
Simon Patterson			X	X
Agnes Rey-Giraud	X			

Item 7.01. Regulation FD Disclosure.

A copy of the Company's press release announcing the election of Mr. Clark as a director and his committee assignment is attached hereto as Exhibit 99.1.

The information in this Item 7.01 and Exhibit 99.1 attached hereto 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are included with this Current Report on Form 8-K:

99.1* [Press Release, dated July 10, 2024.](#)

104 Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

* Furnished herewith.

SIGNATURE

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: July 10, 2024

By: /s/ Karsten Voermann

Name: Karsten Voermann
Title: Chief Financial Officer

Ian T. Clark Joins GoodRx Board of Directors

Former Genentech CEO brings over 35 years of pharmaceutical and healthcare expertise to GoodRx

SANTA MONICA, Calif. July 10, 2024 - GoodRx Holdings, Inc. (Nasdaq: GDRX) ("we," "us," "our," "GoodRx" or the "Company"), the leading prescription savings platform in the U.S., today announced the election of Ian T. Clark to its Board of Directors. Mr. Clark brings to GoodRx over 35 years of experience in the pharmaceutical and healthcare industries. He formerly served as Chief Executive Officer of Genentech, a biotechnology company, and previously held leadership positions at Novartis, Sanofi, Ivax Pharmaceuticals and G.D. Searle. Currently, Mr. Clark is on the board of directors of several public biopharmaceutical and biotechnology companies, including Kyverna Therapeutics, Olema Pharmaceuticals, Takeda Pharmaceuticals, Guardant Health and Corvus Pharmaceuticals.

"We believe Mr. Clark's substantial experience in biopharmaceuticals and biotechnology will be a valuable asset to GoodRx as we look to expand our work with pharma manufacturers to deliver more affordable prices on prescriptions to consumers," said Trevor Bezdek, GoodRx co-founder and Chairman of the Board. "Additionally, we believe his experience leading publicly traded companies in the healthcare industry will help further fortify our Board's business acumen and understanding of the complex healthcare business landscape."

Mr. Clark has joined the Board's Nominating and Corporate Governance Committee and will also serve as the chairperson of the Board's newly established Innovation Committee.

About GoodRx

GoodRx is the leading prescription savings platform in the U.S. Trusted by more than 25 million consumers and 750,000 healthcare professionals annually, GoodRx provides access to savings and affordability options for generic and brand-name medications at more than 70,000 pharmacies nationwide, as well as comprehensive healthcare research and information. Since 2011, GoodRx has helped consumers save nearly \$75 billion on the cost of their prescriptions.

GoodRx periodically posts information that may be important to investors on its investor relations website at <https://investors.goodrx.com>. We intend to use our website as a means of disclosing material nonpublic information and for complying with our disclosure obligations under Regulation FD. Accordingly, investors and potential investors are encouraged to consult GoodRx's website regularly for important information, in addition to following GoodRx's press releases, filings with the Securities and Exchange Commission and public conference calls and webcasts. The information contained on, or that may be accessed through, GoodRx's website is not incorporated by reference into, and is not a part of, this press release.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the anticipated contributions from Ian T. Clark

in his directorship and expected benefits to the Company and our Board. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our 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, risks relating to our ability to attract and retain talent and the important factors discussed under the caption "Risk Factors" in GoodRx's Annual Report on Form 10-K for the year ended December 31, 2023, and our other filings with the SEC. These factors could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any such forward-looking statements represent management's estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change.

Investor Contact

ir@goodrx.com

Media Contact

press@goodrx.com