

September 10, 2020

Trevor Bezdek  
Co-Chief Executive Officer  
GoodRx Holdings, Inc.  
233 Wilshire Blvd., Suite 990  
Santa Monica, CA 90401

Inc.  
Statement on Form S-1  
2020

Re: GoodRx Holdings,  
Registration  
Filed August 28,  
File No. 333-248465

Dear Mr. Bezdek:

We have reviewed your registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Registration Statement on Form S-1 Filed August 28, 2020

Management's Discussion and Analysis of Financial Condition and Results of Operations  
Critical Accounting Policies and Estimates  
Stock-Based Compensation , page 107

1. We note when determining the fair value of your common stock, your Board of Directors received assistance from an independent third-party valuation firm. Please clarify whether or not a contemporaneous valuation was performed by this valuation specialist. While you are not required to make reference to this third party, when you do you should also disclose the name of this expert and include the consent of the expert as an exhibit to your Form S-1.

2. Please disclose the total fair value of all vested and unvested options and restricted shares

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outstanding as of the most recent balance sheet date. With respect to your valuation of options granted during 2020, please discuss each significant factor contributing to the difference between the fair value as of the date of each grant and the estimated IPO price.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of

the registration  
statement.

You may contact Kathryn Jacobson, Staff Accountant, at (202) 551-3365  
or Robert  
Littlepage, Accounting Branch Chief, at (202) 551-3361 if you have questions  
regarding  
comments on the financial statements and related matters. Please contact  
Matthew Derby, Staff  
Attorney, at (202) 551-3334 or Jan Woo, Legal branch Chief, at (202) 551-3453  
with any other  
questions.

FirstName LastNameTrevor Bezdek

Corporation Finance  
Comapany NameGoodRx Holdings, Inc.

Technology

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cc: Benjamin J. Cohen

FirstName LastName

Sincerely,

Division of

Office of