SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average b	urden
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Abdiel Capital Management, LLC				2. Issuer Name and T GoodRx Holdi			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Abdiel Capit	<u>tai managen</u>	<u>lieni, LL</u>				[]		Director		10% Owner				
(Last) C/O ABDIEL ((Middl	-/	3. Date of Earliest Tra 12/15/2021	ansaction (Mo	nth/Day/Year)		Officer (give title below)		Other (specify below)				
90 PARK AVENUE, 29TH FLOOR				4. If Amendment, Dat	e of Original F	Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street) NEW YORK	NY	1001	6				X	Form filed by Or Form filed by Mo Person		•				
(City)	(State)	(Zip)												
		Table I - N	Non-Derivati	ve Securities A	cquired, D	isposed of, or Benef	icially	Owned						
1. Title of Security (Instr. 3) 2. Transaction				2A. Deemed	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		5. Amount of	6. Owner					

1. Title of Security (Instr. 3)	Date Execution Date, T			action Instr.	4. Securities Disposed Of	Acquired (D) (Instr	d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock	12/15/2021		S		38,735	D	\$35.28 ⁽²⁾	8,754,232	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾	
Class A Common Stock	12/15/2021		S		60,400	D	\$36.41 ⁽³⁾	8,693,832	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾	
Class A Common Stock	12/16/2021		S		2,800	D	\$33.99 ⁽⁴⁾	8,691,032	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾	
Class A Common Stock	12/16/2021		S		152,034	D	\$34.55 ⁽⁵⁾	8,538,998	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾	
Class A Common Stock	12/16/2021		S		46,563	D	\$35.44 ⁽⁶⁾	8,492,435	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾	
Class A Common Stock	12/16/2021		S		48,603	D	\$36.18 ⁽⁷⁾	8,443,832	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾	
Class A Common Stock	12/17/2021		S		58,271	D	\$33.77 ⁽⁸⁾	8,385,561	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾	

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Image: constraint of the second of	1. Title of	Security (Ins	tr. 3)	Date		Exe if ar	cutio 1y	n Date	, 1 (Transa Code (I						5)	Securit Benefic Owned	ies cially Following	Form (D) or	: Direct r Indirect	Beneficial Ownership				
Class A Common Stock 12/17/2021 Image: State St									6	Code	v	Am	ount	(A) or (D)	Price		Transa	ction(s)			(Instr. 4)				
Class A Common Stock 12/17/2021 s s 99,241 D \$34,65% 8,281,568 I Abdel Market Capability Abdel Capability Cap	Class A Common Stock			12/17/20	21					S		4	4,752	D	\$33.77	7(8)	8,31	30,809		I	Abdiel Capital,				
Class A Common Stock 12/17/2021 s s 8,093 D \$34.65 ⁽⁰⁾ 8.273.475 I Abiliel Cipital Cip	Class A Common Stock			12/17/20	21									S		9	9,241	D	\$34.65	(9)	8,21	31,568		I	Abdiel Qualified Master Fund,
Class A Common Stock 12/17/2021 s s 3,501 D \$35,00 ¹⁰ 8,269,974 I Abdiel Master Master Prind, LP ¹¹ Class A Common Stock 12/17/2021 s s 286 D \$35,00 ¹⁰ 8,269,974 I Abdiel Master Abdiel Capital Capital Capital Capital December Prind, LP ¹¹ Tube II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrans, or December Prind, C.g., puts, calls, warrans, or December Prind,	Class A Common Stock			12/17/20	21					S		8	3,093	D	\$34.65	\$34.65 ⁽⁹⁾		73,475		I	Abdiel Capital,				
Class A Common Stock 12/17/2021 s 286 D \$33.08 ¹⁰⁰ 8,269,688 I Abdiel Capital	Class A Common Stock		12/17/20	21					S		3	3,501	D	D \$35.08 ⁽¹⁰⁾		8,269,974			I	Abdiel Qualified Master Fund,					
1. The out of the ou	Class A (Common St	ock	12/17/20	21					S			286	D	\$35.08	(10)	8,20	59,688		I	Abdiel Capital,				
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1. Name and Address of Reporting Person* Abdiel Capital Management, LLC (Last) (First) (Middle) C/O ABDIEL CAPITAL 90 PARK AVENUE, 29TH FLOOR (Street) NEW YORK NY 1. Name and Address of Reporting Person* Abdiel Qualified Master Fund LP (Last) (First) (Middle) (C) O ABDIEL CAPITAL 90 PARK NVENUE, 29TH FLOOR (Giree) New YORK NY 1. Name and Address of Reporting Person* Abdiel Qualified Master Fund LP (Last) (First) (Middle) (C) O ABDIEL CAPITAL 90 PARK AVENUE, 29TH FLOOR (Giree) NEW YORK NY 10016 (Diree) New YORK NY 10016 (Ciry) (State) (Zip) 1. Name and Address of Reporting Person'	1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	4. Tran Code	sacti	ion	5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr.	nber ative ities red sed 3, 4	6. Da Expi	ate Ex iration	Exercisable and ion Date		e and 7. Title a Amount Securitie Underlyi Derivativ Security		8. Price of Derivative Security		ve derivative Securities Beneficially Owned Following Reported Transaction		Ownershi Form: Direct (D) or Indirec	Beneficial Ownershi t (Instr. 4)				
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(Street)										
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1. Name and Address Abdiel Capital										
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(Street)										
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(City)	(State)	(Zip)								
1. Name and Address										
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(Last)	(First)	(Middle)								
C/O ABDIEL CA	PITAL									
90 PARK AVENU	JE, 29TH FLOOR									
(Street)										
NEW YORK	NY	10016								
(City)	(State)	(Zip)								

Explanation of Responses:

1. The share numbers in Column 5 represent the aggregated holdings of Abdiel Qualified Master Fund, LP ("AQMF") and Abdiel Capital, LP ("ACLP"). Abdiel Capital Management, LLC is the general partner of AQMF and ACLP, and Abdiel Capital Advisors, LP serves as the investment manager of AQMF and ACLP. Colin T. Moran is the managing member of Abdiel Capital Management, LLC and Abdiel Capital Partners, LLC, which is the general partner of Abdiel Capital Advisors, LP. By virtue of the foregoing relationships, each of the Reporting Persons may be deemed to beneficially own the securities held by AQMF and ACLP. Each Reporting Person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.06 to \$35.88. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.12 to \$36.54. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.98 to \$33.99. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$35.00. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.99. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.45. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.64 to \$33.97. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.99. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.16. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

<u>By: /s/ Colin T. Moran as</u> <u>managing member of Abdiel</u> <u>Capital Management, LLC</u>	<u>12/17/2021</u>
<u>By: /s/ Colin T. Moran as</u> <u>managing member of Abdiel</u> <u>Capital Management, LLC,</u> <u>general partner of Abdiel</u> <u>Qualified Master Fund, LP</u>	<u>12/17/2021</u>
<u>By: /s/ Colin T. Moran as</u> <u>managing member of Abdiel</u> <u>Capital Management, LLC,</u> <u>general partner of Abdiel</u> <u>Capital, LP</u>	<u>12/17/2021</u>
<u>By: /s/ Colin T. Moran as</u>	<u>12/17/2021</u>

managing member of Abdiel Capital Partners, LLC, general partner of Abdiel Capital Advisors, LP By: /s/ Colin T. Moran, individually

12/17/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * 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.

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