

**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): May 29, 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.

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, Adam Karol notified the Company on March 12, 2024 of his decision to resign as a member of the Board of Directors of the Company (the "Board"), effective as of March 22, 2024.

On May 29, 2024, the Board, upon the recommendation of its Nominating and Corporate Governance Committee, elected Simon Patterson as a Class II director, effective immediately, to fill the vacancy on the Board created by the resignation of Adam Karol. As a Class II Director, Mr. Patterson's term will expire at the Company's 2025 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. Patterson as a member of the Board's Nominating and Corporate Governance Committee. The Board has determined that Mr. Patterson qualifies as "independent" under the rules of The Nasdaq Stock Market LLC. Mr. Patterson will not receive compensation for his service on the Board.

Mr. Patterson, age 51, is a Managing Director at Silver Lake, a global technology investment firm ("Silver Lake"), which he joined in 2005. Prior to joining Silver Lake, Mr. Patterson was a member of the founding management team of Global Freight Exchange Limited, a logistics software company acquired by Descartes Systems Group, and worked in various management roles at the Financial Times, a leading news organization. Mr. Patterson serves on the board of directors of several private companies and is a Trustee and Vice Chairman of The Royal Foundation of The Prince and Princess of Wales and a member of Mark Carney's Panel of Senior Advisors at Chatham House. Previously, Mr. Patterson served on the board of directors of various public companies, including Dell Technologies Inc., a leading technology company, from October 2013 to September 2023, and Tesco plc, a multinational grocery and general merchandise retailer, from April 2016 to June 2022, where he was a member of its audit committee. He also served as a Trustee of the Natural History Museum in London. Mr. Patterson holds an M.A. from King's College, Cambridge University and an M.B.A. from the Stanford University Graduate School of Business, where he was an Arjay Miller Scholar and received the Alexander Robichek Award for Finance. The Company believes Mr. Patterson is qualified to serve on the Board because he has significant financial and management expertise and extensive experience in operating, advising and investing in technology and technology-enabled companies.

The Company is party to that certain Stockholders Agreement, dated as of September 22, 2020 (the "Stockholders Agreement"), by and among the Company, SLP Geology Aggregator, L.P. (with certain affiliate stockholders, the "Silver Lake Stockholders"), an entity affiliated with Silver Lake, and certain other stockholders of the Company (collectively, together with the Silver Lake Stockholders, the "Sponsor Stockholders"), pursuant to which the Company granted each Sponsor Stockholder certain board designation rights subject to such Sponsor Stockholder's ownership of specified percentages of the Company's common stock. The Silver Lake Stockholders did not exercise their right under the Stockholders Agreement to fill the vacancy created by Adam Karol's resignation and retain such right to designate one additional director. As discussed above, the Board's Nominating and Corporate Governance Committee recommended, and the Board approved, the appointment of Mr. Patterson to fill the Class II vacancy. Except for the applicable matters regarding SLP Geology Aggregator, L.P. and its affiliates disclosed in the Company's most recent Definitive Proxy Statement, filed with the SEC on April 25, 2024, there are no transactions in which the Company is a party and in which Mr. Patterson has a material interest subject to disclosure under Item 404(a) of Regulation S-K.

Mr. Patterson 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.

Item 7.01. Regulation FD Disclosure.

A copy of the Company's press release announcing the election of Mr. Patterson 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 May 30, 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: May 30, 2024

By: /s/ Karsten Voermann

Name: Karsten Voermann

Title: Chief Financial Officer

Simon Patterson Joins GoodRx Board of Directors

Former Dell Technologies and Skype Board member brings decades of tech, strategy and management experience to GoodRx

SANTA MONICA, Calif. – May 30, 2024 – GoodRx (Nasdaq: GDRX), the leading destination for prescription savings in the U.S., today announced the election of Simon Patterson to its Board of Directors. Currently leading EMEA operations for the technology investment firm Silver Lake, Mr. Patterson brings to GoodRx decades of technology, strategy and management experience. Mr. Patterson also serves on the boards of IVC Evidensia, New Zealand Rugby Commercial, RAC, and ZPG, and previously served on the boards of Cegid, Dell Technologies, FlixBus, Gerson Lehrman Group, Intelsat, MultiPlan and Skype.

“We believe Mr. Patterson’s significant expertise in finance and management, formed by his extensive experience operating, advising and investing in high-growth technology companies, will be a strong asset to GoodRx,” said Trevor Bezdek, GoodRx co-founder and Chairman of the Board. “We look forward to benefiting from his business acumen as we scale our business to make prescription medications more accessible and affordable for all Americans.”

Mr. Patterson has also joined the Board’s Nominating and Corporate Governance Committee.

About GoodRx

GoodRx is the leading destination for prescription savings in the U.S. We offer consumers free access to transparent and lower prices for generic and brand medications, as well as comprehensive healthcare research and information. We also equip healthcare professionals with efficient ways to find and prescribe affordable medications. Since 2011, GoodRx has helped consumers save nearly \$75 billion and is one of the most downloaded medical apps over the past decade.

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 (the “SEC”) 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 scaling of our business, benefits to consumers from our offerings and anticipated contributions from Simon Patterson in his directorship. 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.