

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Spectrum Equity VII, L.P.</u> (Last) (First) (Middle) <u>140 NEW MONTGOMERY STREET, 20TH FLOOR</u> (Street) <u>SAN FRANCISCO CA 94105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GoodRx Holdings, Inc. [GDRX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2024</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/06/2024		C ⁽¹⁾		6,223,283	A	(1)	6,223,283	I	By Spectrum Equity VII, L.P. ⁽²⁾⁽³⁾
Class A Common Stock	03/06/2024		C ⁽¹⁾		10,653	A	(1)	10,653	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾⁽³⁾
Class A Common Stock	03/06/2024		C ⁽¹⁾		6,006	A	(1)	6,006	I	By Spectrum VII Co-Investment Fund L.P. ⁽²⁾⁽³⁾
Class A Common Stock	03/06/2024		D		6,223,283 ⁽⁴⁾	D	\$7.19	0 ⁽⁴⁾	I	By Spectrum Equity VII, L.P. ⁽²⁾⁽³⁾
Class A Common Stock	03/06/2024		D		10,653 ⁽⁴⁾	D	\$7.19	0 ⁽⁴⁾	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾⁽³⁾
Class A Common Stock	03/06/2024		D		6,006 ⁽⁴⁾	D	\$7.19	0 ⁽⁴⁾	I	By Spectrum VII Co-Investment Fund L.P. ⁽²⁾⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(1)	03/06/2024		C ⁽¹⁾			6,223,283	(1)	(1)	Class A Common Stock	6,223,283	(1)	29,825,306	I	By Spectrum Equity VII, L.P. ⁽²⁾⁽³⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(I)	03/06/2024		C ⁽¹⁾			10,653	(I)	(I)	Class A Common Stock	10,653	(I)	51,051	I	By Spectrum VII Investment Managers' Fund, L.P. (2)(3)
Class B Common Stock	(I)	03/06/2024		C ⁽¹⁾			6,006	(I)	(I)	Class A Common Stock	6,006	(I)	28,776	I	By Spectrum VII Co-Investment Fund L.P. (2)(3)

1. Name and Address of Reporting Person*
[Spectrum Equity VII, L.P.](#)

(Last) (First) (Middle)
 140 NEW MONTGOMERY STREET, 20TH FLOOR

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Spectrum VII Investment Managers' Fund, L.P.](#)

(Last) (First) (Middle)
 140 NEW MONTGOMERY STREET, 20TH FLOOR

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Spectrum VII Co-Investment Fund, L.P.](#)

(Last) (First) (Middle)
 140 NEW MONTGOMERY STREET, 20TH FLOOR

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Spectrum Equity Associates VII, L.P.](#)

(Last) (First) (Middle)
 140 NEW MONTGOMERY STREET, 20TH FLOOR

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[SEA VII Management, LLC](#)

(Last) (First) (Middle)
 140 NEW MONTGOMERY STREET, 20TH FLOOR

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to the Stock Purchase Agreement dated March 6, 2024, the Issuer has agreed to purchase an aggregate 6,239,942 shares of Class A Common Stock ("Class A Shares") from Spectrum Equity VII, L.P. ("SE VII"), Spectrum VII Investment Managers' Fund, L.P. ("Spectrum VII Investment Managers' Fund"), and Spectrum VII Co-Investment Fund L.P. ("Spectrum VII Co-Investment Fund," and together with the foregoing entities, the "Selling Stockholders") for an aggregate price of \$44,865,182.98 (the "Repurchase"). In connection with the Repurchase, the Selling Stockholders are converting an aggregate 6,239,942 shares of Class B Common Stock ("Class B Shares") into Class A Shares on a one-for-one basis.

2. The general partner of SE VII is Spectrum Equity Associates VII, L.P. ("Spectrum Equity Associates"). The general partner of each of Spectrum VII Investment Managers' Fund, Spectrum VII Co-Investment Fund, and Spectrum Equity Associates is SEA VII Management, LLC ("Management LLC"). Brion B. Applegate, Christopher T. Mitchell, Victor E. Parker, Jr., Benjamin C. Spero, Ronan Cunningham, Peter T. Jensen, Stephen M. LeSieur, Brian Regan and Michael W. Farrell may be deemed to share voting and dispositive power over the securities held by SE VII, Spectrum VII Investment Managers' Fund and Spectrum VII Co-Investment Fund. Each of these individuals disclaims beneficial ownership of such securities, except to the extent of their pecuniary interest, if any.

3. Stephen M. LeSieur is a managing director of Management LLC and was appointed to the Issuer's Board of Directors pursuant to the Stockholders Agreement. Therefore, the Reporting Persons may be considered directors by deputization.

4. The reported amounts give effect to the closing of the Repurchase, which is expected to occur on March 11, 2024.

Spectrum Equity VII, L.P., By:
Spectrum Equity Associates VII,
L.P., its general partner, By:
SEA VII Management, LLC, its
general partner, By: /s/ Carolina 03/08/2024
A. Picazo, Name: Carolina A.
Picazo, Chief Administrative
Officer & Chief Compliance
Officer

Spectrum VII Investment
Managers' Fund, L.P., By: SEA
VII Management, LLC, its
general partner, By: /s/ Carolina 03/08/2024
A. Picazo, Name: Carolina A.
Picazo, Title: Chief
Administrative Officer & Chief
Compliance Officer

Spectrum VII Co-Investment
Fund, L.P., By: SEA VII
Management, LLC, its general
partner, By: /s/ Carolina A. 03/08/2024
Picazo, Name: Carolina A.
Picazo, Title: Chief
Administrative Officer & Chief
Compliance Officer

Spectrum Equity Associates VII,
L.P., By: SEA VII Management,
LLC, its general partner, By: /s/
Carolina A. Picazo, Name: 03/08/2024
Carolina A. Picazo, Title: Chief
Administrative Officer & Chief
Compliance Officer

SEA VII Management, LLC,
By: /s/ Carolina A. Picazo,
Name: Carolina A. Picazo, Title: 03/08/2024
Chief Administrative Officer &
Chief Compliance Officer

** 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.