

**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): December 21, 2023

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.

On December 21, 2023, the Board of Directors (the “Board”) of GoodRx Holdings, Inc. (the “Company”), upon the recommendation of its Nominating and Corporate Governance Committee, elected Kelly J. Kennedy as a Class I director, effective immediately, to fill an existing vacancy on the Board. As a Class I Director, Ms. Kennedy’s term will expire at the Company’s 2024 Annual Meeting of Stockholders. The Board also appointed Ms. Kennedy as a member of the Board’s Audit Committee. The Board has determined that Ms. Kennedy (i) qualifies as an “independent director,” as defined under the rules of The Nasdaq Stock Market LLC (“Nasdaq Rules”), (ii) satisfies the additional independence standards for the Audit Committee established by applicable Nasdaq Rules and the rules of the Securities and Exchange Commission (the “SEC”) and (iii) qualifies as an “audit committee financial expert” under the criteria set forth in Item 407(d)(5) of Regulation S-K.

There are no arrangements or understandings between Ms. Kennedy and any other person pursuant to which Ms. Kennedy was selected as a director, and there are no transactions in which the Company is a party and in which Ms. Kennedy has a material interest subject to disclosure under Item 404(a) of Regulation S-K.

Ms. Kennedy will receive the standard compensation received by non-employee directors under the Company’s Non-Employee Director Compensation Program (the “Director Compensation Program”), which is described in the Company’s definitive proxy statement for its 2023 Annual Meeting of Stockholders (filed on May 1, 2023 with the SEC). Pursuant to the Director Compensation Program, an automatic initial award of restricted stock units (“RSUs”) with an aggregate target value of \$420,000 was granted to Ms. Kennedy on the date of her election to the Board. The number of RSUs was determined by dividing the aggregate target value by the 30-calendar day average closing price for the Company’s Class A common stock through and including the date prior to the grant date. This 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 Ms. Kennedy’s continued service through the applicable vesting date.

Additionally, the Board has adopted a Deferred Compensation Plan for Directors (the “Deferred Compensation Plan”), effective as of January 1, 2024, pursuant to which the non-employee directors of the Company, including Ms. Kennedy, will be permitted to defer (i) all or a portion of their annual cash retainers (including any cash retainers for service on a committee) earned under the Director Compensation Program in the form of RSUs and (ii) the settlement of RSU awards granted under the Director Compensation Program beyond the applicable vesting period. The foregoing description of the Deferred Compensation Plan does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Deferred Compensation Plan and related forms of deferred RSU agreements, copies of which will be filed with the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2023.

Ms. Kennedy has also 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. Ms. Kennedy is also subject to the terms and conditions of a proprietary information and invention assignment agreement containing confidentiality, intellectual property assignment, non-solicitation and other protective covenants.

Item 7.01. Regulation FD Disclosure.

A copy of the Company’s press release announcing the election of Ms. Kennedy as a director and her 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 December 22, 2023.](#)

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: December 22, 2023

By: /s/ Karsten Voermann

Name: Karsten Voermann

Title: Chief Financial Officer

GoodRx Appoints Kelly J. Kennedy to Board of Directors

Former Chief Financial Officer of The Honest Company brings over 25 years of experience across retail and consumer brands

SANTA MONICA, Calif. – December 22, 2023 – GoodRx (Nasdaq: GDRX), a leading resource for healthcare savings and information, today announced the election of Kelly J. Kennedy to its Board of Directors. Kennedy will serve as a member of the Board’s audit committee and fill the seat left vacant by Jacqueline Kosecoff earlier this year.

With over 25 years of experience serving in senior financial roles for leading retail and consumer brands, Kennedy brings extensive experience overseeing risk assessment management and financial reporting at large public companies. Currently, Kennedy serves as Chief Financial Officer for Willow Innovations, which launched the world’s first wearable breast pump. Previously, she served as Chief Financial Officer at The Honest Company, a digital-first consumer goods company, and as Chief Financial Officer of The Bartell Drug Company, a large family-owned pharmacy chain, from September 2018 until its sale to Rite Aid in December 2020.

“Kelly has served at the helm of some of today’s highly notable brands and we believe she will bring invaluable experience to GoodRx as we continue to look for ways to strengthen and grow our business,” said Trevor Bezdek, co-founder and Chairman of GoodRx. “I look forward to working alongside her as we propel the company forward in 2024 and beyond.”

In addition to her role on the GoodRx Board, Kennedy will continue serving on the boards of Vital Farms, an ethical food company; FirstFruit Farms, a premier grower, packer and shipper of apples; Rad Power Bikes, an electric bike brand; and Skinny Mixes, a producer of cocktail mixes and coffee syrups.

About GoodRx

GoodRx is a leading resource for healthcare savings and information that makes healthcare affordable and convenient for all Americans. We offer consumers free access to transparent and lower prices for brand and generic medications, affordable and convenient medical provider consultations via telehealth, and comprehensive healthcare research and information. Since 2011, we have helped consumers save over \$65 billion and are 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 benefits of, and anticipated contributions from, Kelly J. Kennedy in her new 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, the important factors discussed under the caption "Risk Factors" in GoodRx's Annual Report on Form 10-K for the year ended December 31, 2022, as updated by GoodRx's Quarterly Report on Form 10-Q for the quarter ended September 30, 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.