Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission File Number: 001-39549

GoodRx Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**47-5104396**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
2701 Olympic Boulevard Santa Monica, CA	**90404**
(Address of principal executive offices)	**(Zip Code)**

(855) 268-2822
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 28, 2026, the registrant had 107,181,201 shares of Class A common stock, $0.0001 par value per share, and 233,964,187 shares of Class B common stock, $0.0001 par value per share, outstanding.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q may be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "forecasts," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements regarding our future results of operations and financial position, industry and business trends, the anticipated impact of ongoing changes in the U.S. retail pharmacy landscape and macroeconomic environment, the impact of store closures and the announced bankruptcy of one of our retail partners on our business, the potential impact of the new government-sponsored direct-to-consumer platform called "TrumpRx.gov" and other evolving federal initiatives on our business, our value proposition, our collaborations and partnerships with third parties, including our integrated savings program, the impact of the volume reduction in one of our integrated savings programs, the anticipated expansion of our condition-specific subscription program, our direct contracting approach with select pharmacies, the impact of the sunset of certain of our offerings, anticipated impacts of our restructuring and cost saving initiatives, stock compensation, our stock repurchase program, realizability of deferred tax assets, impacts from recent tax legislation, potential outcomes and estimated impacts of certain legal proceedings, our business strategy, our plans, market opportunity and growth and our objectives for future operations.

The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Forward-looking statements 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 related to our limited operating history and early stage of growth; our recent growth rates may not be sustainable or indicative of future growth; our ability to achieve broad market education and change consumer purchasing habits; our general ability to continue to attract, acquire and retain consumers in a cost-effective manner; our significant reliance on our prescription transactions offering and ability to expand our offerings; changes in medication pricing and the significant impact of pricing structures negotiated by industry participants; our general inability to control the categories and types of prescriptions for which we can offer savings or discounted prices; our reliance on a limited number of industry participants, including pharmacy benefit managers, pharmacies, and pharma manufacturers; the competitive nature of our industry; risks related to pandemics, epidemics or outbreak of infectious disease; the accuracy of our estimate of our addressable market and other operational metrics; our ability to respond to changes in the market for prescription pricing and to maintain and expand the use of GoodRx codes; our ability to maintain positive perception of our platform or maintain and enhance our brand; risks related to any failure to maintain effective internal control over financial reporting; risks related to use of social media, emails, text messages and other messaging channels as part of our marketing strategy; our dependence on our information technology systems and those of our third-party vendors, and risks related to any failure or significant disruptions thereof; risks related to the use of AI and machine learning in our business; risks related to government regulation of the internet, e-commerce, consumer data and privacy, information technology and cybersecurity; risks related to a decrease in consumer willingness to receive correspondence or any technical, legal or any other restrictions to send such correspondence; risks related to any failure to comply with applicable data protection, privacy and security, advertising and consumer protection laws, regulations, standards, and other requirements; our ability to utilize our net operating loss carryforwards and certain other tax attributes; the risk that we may be unable to realize expected benefits from our restructuring and cost reduction efforts; our ability to attract, develop, motivate and retain well-qualified employees; risks related to our acquisition strategy; risks related to our debt arrangements; interruptions or delays in service on our apps or websites or any undetected errors or design faults; our reliance on third-party platforms to distribute our platform and offerings, including software as-a-service technologies; systems failures or other disruptions in the operations of these parties on which we depend; risks related to climate change; the increasing focus on environmental sustainability and social initiatives; risks related to our intellectual property; risks related to operating in the healthcare industry; risks related to our organizational structure; litigation related risks; our ability to accurately forecast revenue and appropriately plan our expenses in the future; risks related to general economic factors, natural disasters or other unexpected events; risks related to the healthcare reform legislation and other proposed or future changes impacting the healthcare industry and healthcare spending which may adversely affect our business, financial condition and results of operations; as well as the other important factors discussed in the sections entitled "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 ("2025 10-K") and in our other filings with the Securities and Exchange Commission ("SEC"). The forward-looking statements in this Quarterly Report on Form 10-Q are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

You should read this Quarterly Report on Form 10-Q and the documents that we reference in this Quarterly Report on Form 10-Q and have filed as exhibits to this Quarterly Report on Form 10-Q with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained in this Quarterly Report on Form 10-Q, whether as a result of any new information, future events or otherwise.

We periodically post information that may be important to investors on our investor relations website at https://investors.goodrx.com. We intend to use our website as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. Accordingly, investors and potential investors are encouraged to consult our website regularly for important information, in addition to following GoodRx's press releases, filings with the SEC and public conference calls and webcasts. The information contained on, or that may be accessed through, our website is not incorporated by reference into, and is not a part of, this Quarterly Report on Form 10-Q.

Table of Contents

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

GoodRx Holdings, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

(in thousands, except par values)	June 30, 2026	December 31, 2025
Assets		
Current assets		
Cash and cash equivalents	$ 296,113	$ 261,820
Accounts receivable, net	182,140	235,746
Prescription reimbursement assets	1,076,012	98,331
Prepaid expenses and other current assets	45,062	47,205
Total current assets	1,599,327	643,102
Property and equipment, net	11,514	12,268
Goodwill	430,331	430,331
Intangible assets, net	58,254	64,082
Capitalized software, net	140,300	139,261
Operating lease right-of-use assets, net	27,630	28,808
Deferred tax assets, net	47,335	57,111
Other assets	28,237	29,095
Total assets	$ 2,342,928	$ 1,404,058
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 8,906	$ 19,405
Prescription reimbursement liabilities	1,039,995	130,139
Accrued expenses and other current liabilities	98,610	86,705
Current portion of debt	5,000	5,000
Operating lease liabilities, current	5,358	4,753
Total current liabilities	1,157,869	246,002
Debt, net	481,588	483,264
Operating lease liabilities, net of current portion	47,004	49,789
Other liabilities	8,866	8,741
Total liabilities	1,695,327	787,796
Commitments and contingencies (Note 7)		
Stockholders' equity		
Preferred stock, $0.0001 par value; 50,000 shares authorized and nil shares issued and outstanding at June 30, 2026 and December 31, 2025	—	—
Common stock, $0.0001 par value; Class A: 2,000,000 shares authorized, 106,164 and 107,088 shares issued and outstanding at June 30, 2026 and December 31, 2025, respectively; and Class B: 1,000,000 shares authorized, 233,964 shares issued and outstanding at June 30, 2026 and December 31, 2025	34	34
Additional paid-in capital	2,048,436	2,026,802
Accumulated deficit	(1,400,869)	(1,410,574)
Total stockholders' equity	647,601	616,262
Total liabilities and stockholders' equity	$ 2,342,928	$ 1,404,058

See accompanying notes to condensed consolidated financial statements.

GoodRx Holdings, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

(in thousands, except for per share amounts)	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Revenue	$ 200,411	$ 203,070	$ 394,417	$ 406,040
Costs and operating expenses:				
Cost of revenue, exclusive of depreciation and amortization presented separately below	20,999	13,350	41,155	26,714
Product development and technology	26,711	29,933	56,888	61,075
Sales and marketing	81,986	84,870	163,039	169,412
General and administrative	24,814	28,379	51,633	58,009
Depreciation and amortization	22,269	19,729	44,061	40,641
Total costs and operating expenses	176,779	176,261	356,776	355,851
Operating income	23,632	26,809	37,641	50,189
Other expense, net:				
Other income	625	694	625	694
Interest income	1,019	2,803	2,416	6,735
Interest expense	(9,810)	(10,729)	(19,577)	(21,373)
Total other expense, net	(8,166)	(7,232)	(16,536)	(13,944)
Income before income taxes	15,466	19,577	21,105	36,245
Income tax expense	(6,930)	(6,734)	(11,400)	(12,350)
Net income	$ 8,536	$ 12,843	$ 9,705	$ 23,895
Earnings per share:				
Basic	$ 0.03	$ 0.04	$ 0.03	$ 0.06
Diluted	$ 0.02	$ 0.04	$ 0.03	$ 0.06
Weighted average shares used in computing earnings per share:				
Basic	339,277	356,623	339,839	367,847
Diluted	348,058	357,159	344,676	368,345
Stock-based compensation included in costs and operating expenses:				
Cost of revenue	$ 58	$ 122	$ 110	$ 222
Product development and technology	4,554	6,323	8,762	11,993
Sales and marketing	4,203	5,929	8,452	11,811
General and administrative	7,778	9,041	15,778	16,563

See accompanying notes to condensed consolidated financial statements.

GoodRx Holdings, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)

(in thousands)	Class A and Class B Common Stock Shares	Class A and Class B Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2025	341,052	$ 34	$ 2,026,802	$ (1,410,574)	$ 616,262
Stock options exercised	192	—	95	—	95
Stock-based compensation	—	—	19,683	—	19,683
Vesting and settlement of restricted stock units	2,965	—	—	—	—
Common stock withheld related to net share settlement	(1,096)	—	(2,582)	—	(2,582)
Repurchases of Class A common stock	(5,536)	—	(12,641)	—	(12,641)
Net income	—	—	—	1,169	1,169
Balance at March 31, 2026	337,577	$ 34	$ 2,031,357	$ (1,409,405)	$ 621,986
Stock-based compensation	—	—	19,835	—	19,835
Vesting and settlement of restricted stock units	3,729	—	—	—	—
Common stock withheld related to net share settlement	(1,335)	—	(3,186)	—	(3,186)
Repurchases of Class A common stock	—	—	61	—	61
Issuance of common stock through employee stock purchase plan	157	—	369	—	369
Net income	—	—	—	8,536	8,536
Balance at June 30, 2026	340,128	$ 34	$ 2,048,436	$ (1,400,869)	$ 647,601

See accompanying notes to condensed consolidated financial statements.

GoodRx Holdings, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)

(in thousands)	Class A and Class B Common Stock Shares	Class A and Class B Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2024	382,815	$ 38	$ 2,165,633	$ (1,441,013)	$ 724,658
Stock options exercised	4	—	2	—	2
Stock-based compensation	—	—	23,312	—	23,312
Vesting and settlement of restricted stock units	2,136	—	—	—	—
Common stock withheld related to net share settlement	(802)	—	(3,757)	—	(3,757)
Repurchases of Class A common stock [1]	(23,340)	(2)	(100,918)	—	(100,920)
Net income	—	—	—	11,052	11,052
Balance at March 31, 2025	360,813	$ 36	$ 2,084,272	$ (1,429,961)	$ 654,347
Stock options exercised	2	—	1	—	1
Stock-based compensation	—	—	25,880	—	25,880
Vesting and settlement of restricted stock units	3,014	—	—	—	—
Common stock withheld related to net share settlement	(1,056)	—	(4,548)	—	(4,548)
Repurchases of Class A common stock	(10,224)	(1)	(46,351)	—	(46,352)
Issuance of common stock through employee stock purchase plan	222	—	860	—	860
Net income	—	—	—	12,843	12,843
Balance at June 30, 2025	352,771	$ 35	$ 2,060,114	$ (1,417,118)	$ 643,031

See accompanying notes to condensed consolidated financial statements.

(1) Repurchases of Class A common stock for the three months ended March 31, 2025 include 20.0 million shares repurchased from related parties (after giving effect to the automatic conversion of Class B common stock to Class A common stock upon such repurchase) for an aggregate consideration of $84.9 million . See "Note 9. Stockholders' Equity" for additional information.

GoodRx Holdings, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(in thousands)	Six Months Ended June 30, 2026	2025
Cash flows from operating activities		
Net income	$ 9,705	$ 23,895
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	44,061	40,641
Amortization of debt issuance costs and discounts	932	869
Non-cash operating lease expense	1,910	2,065
Stock-based compensation expense	33,102	40,589
Deferred income taxes	9,776	—
Loss on operating lease asset	—	4,409
Other	1,069	456
Changes in operating assets and liabilities:		
Accounts receivable	53,606	(43,093)
Prescription reimbursement assets [1]	(977,681)	(16,027)
Prepaid expenses and other assets [1]	2,929	231
Accounts payable [1]	(9,871)	3,579
Prescription reimbursement liabilities [1]	909,856	(1,313)
Accrued expenses and other current liabilities [1]	16,063	5,585
Operating lease liabilities	(2,912)	(3,187)
Other liabilities	125	294
Net cash provided by operating activities	92,670	58,993
Cash flows from investing activities		
Purchase of property and equipment	(1,498)	(532)
Acquisition	—	(30,000)
Capitalized software	(34,555)	(39,659)
Net cash used in investing activities	(36,053)	(70,191)
Cash flows from financing activities		
Payments on long-term debt	(2,500)	(2,500)
Repurchases of Class A common stock [2]	(14,520)	(145,888)
Proceeds from exercise of stock options	95	3
Employee taxes paid related to net share settlement of equity awards	(5,768)	(8,305)
Proceeds from employee stock purchase plan	369	860
Net cash used in financing activities	(22,324)	(155,830)
Net change in cash and cash equivalents	34,293	(167,028)
Cash and cash equivalents		
Beginning of period	261,820	448,346
End of period	$ 296,113	$ 281,318
Supplemental disclosure of cash flow information		
Non cash investing and financing activities:		
Right-of-use assets obtained in exchange for operating lease liabilities	$ 732	$ 9,098
Stock-based compensation included in capitalized software	6,416	8,603
Capitalized software included in accounts payable and accrued expenses and other current liabilities	5,485	6,645

See accompanying notes to condensed consolidated financial statements.

---

(1) Prior to December 31, 2025, prescription reimbursement assets were presented as a component of prepaid expenses and other current assets, and prescription reimbursement liabilities as a component of accounts payable and accrued expenses and other current liabilities . Prior period amounts have been reclassified to conform to the current period presentation. These reclassifications had no impact on previously reported cash flows provided by operating activities.

(2) Repurchases of Class A common stock for the six months ended June 30, 2025 include 20.0 million shares repurchased from related parties (after giving effect to the automatic conversion of Class B common stock to Class A common stock upon such repurchase) for an aggregate consideration of $84.9 million . See "Note 9. Stockholders' Equity" for additional information.

GoodRx Holdings, Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Description of Business

GoodRx Holdings, Inc. was incorporated in September 2015 and has no material assets or standalone operations other than its ownership in its consolidated subsidiaries. GoodRx, Inc. ("GoodRx"), a Delaware corporation initially formed in September 2011, is a wholly-owned subsidiary of GoodRx Intermediate Holdings, LLC, which itself is a wholly-owned subsidiary of GoodRx Holdings, Inc.

GoodRx Holdings, Inc. and its subsidiaries (collectively, "we," "us" or "our") offer information and tools to help consumers compare prices and save on their prescription drug purchases. We operate a price comparison platform that provides consumers with curated, geographically relevant prescription pricing, and provides access to negotiated prices through our codes that can be used to save money on prescriptions across the United States (the "prescription transactions offering"). We also offer other healthcare products and services, including subscription programs, solutions for pharmaceutical manufacturers and other customers, referred to as GoodRx Pharma Direct ("Pharma Direct"), and telehealth services.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States (“GAAP”) and applicable rules and regulations of the Securities and Exchange Commission (“SEC”) regarding interim financial information. Certain information and disclosures normally included in our annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. Accordingly, these condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2025 and the related notes, which are included in our Annual Report on Form 10-K filed with the SEC on February 26, 2026 ("2025 10-K"). The December 31, 2025 condensed consolidated balance sheet was derived from our audited consolidated financial statements as of that date. The condensed consolidated financial statements include, in the opinion of management, all adjustments, consisting of normal and recurring items, necessary for the fair statement of our condensed consolidated financial statements. The operating results for the three and six months ended June 30, 2026 are not necessarily indicative of the results expected for the full year ending December 31, 2026.

There have been no material changes in significant accounting policies during the three and six months ended June 30, 2026 from those disclosed in “Note 2. Summary of Significant Accounting Policies” in the notes to our consolidated financial statements included in our 2025 10-K.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of GoodRx Holdings, Inc., its wholly owned subsidiaries and variable interest entities for which we are the primary beneficiary. Intercompany balances and transactions have been eliminated in consolidation. Results of businesses acquired are included in our condensed consolidated financial statements from their respective dates of acquisition.

Segment Reporting

Operating segments are defined as components of an enterprise for which separate financial information is available that is regularly provided to the chief operating decision maker ("CODM") in deciding how to allocate resources and in assessing performance. Our CODM manages our business on the basis of one operating segment.

Our operating segment derives revenue in a manner as described in "Note 2. Summary of Significant Accounting Policies" in the notes to our consolidated financial statements included in our 2025 10-K. Our CODM is our principal executive officer, who is our Chief Executive Officer and President. Consolidated net income or loss is the measure of segment profit or loss reviewed by our CODM in assessing segment performance and deciding how to allocate resources. Our CODM uses consolidated net income or loss to monitor budget versus actual results, review historical company performance trends, conduct benchmark analysis of our peers and competitors, and evaluate management’s compensation. Significant expenses included in the reported measure of segment profit or loss regularly provided to our CODM are on a consolidated basis as presented in the accompanying condensed consolidated statements of operations.

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements, including the accompanying notes. We base our estimates on historical factors; current circumstances; macroeconomic events and conditions; and the experience and judgment of our management. We evaluate our estimates and assumptions on an ongoing basis. Actual results can differ materially from these estimates, and such differences can affect the results of operations reported in future periods.

Certain Risks and Concentrations

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash, cash equivalents and accounts receivable.

We maintain cash deposits with multiple financial institutions in the United States which, at times, may exceed federally insured limits. Cash may be withdrawn or redeemed on demand. We believe that the financial institutions that hold our cash are financially sound and, accordingly, minimal credit risk exists with respect to these balances. However, market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we will be able to access uninsured funds in a timely manner or at all. We have not experienced any losses in such accounts.

We consider all short-term, highly liquid investments purchased with an original maturity of three months or less at the date of purchase to be cash equivalents. Cash equivalents, consisting of U.S. treasury securities money market funds, of $114.0 million and $164.0 million at June 30, 2026 and December 31, 2025, respectively, were classified as Level 1 of the fair value hierarchy and valued using quoted market prices in active markets.

We extend credit to our customers based on an evaluation of their ability to pay amounts due under contractual arrangements and generally do not obtain or require collateral. For each of the three and six months ended June 30, 2026, no customer accounted for more than 10% of our revenue. For each of the three and six months ended June 30, 2025, one customer accounted for 12% of our revenue. At June 30, 2026, one customer accounted for 11% of our accounts receivable balance. At December 31, 2025, no customer accounted for more than 10% of our accounts receivable balance.

Prescription Reimbursement Assets and Prescription Reimbursement Liabilities

Consumer direct pricing is an affordability solution under our pharma direct offering that allows pharma manufacturers to use our platform to set and fund a portion of the consumer cash price for their prescription drugs at the point of sale. We generally require deposits from pharma manufacturers which are included as a component of prescription reimbursement liabilities on our condensed consolidated balance sheets and shall not be offset against other amounts owed to us. We generally invoice pharma manufacturers for the funded amounts a month in arrears and payment is generally due within thirty days of invoicing. Funded amounts owed to us are presented as a component of prescription reimbursement assets on our condensed consolidated balance sheets.

We remit reimbursements of the funded amounts to pharmacies, or intermediaries. Funded amounts owed to pharmacies, or intermediaries, are presented as a component of prescription reimbursement liabilities on our condensed consolidated balance sheets. Pharmacies, or intermediaries, may also require deposits from us. These deposits are included as a component of prescription reimbursement assets on our condensed consolidated balance sheets and shall not be offset against other amounts owed to them. At June 30, 2026 and December 31, 2025, a majority of our prescription reimbursement assets were with two counterparties.

Equity Investments

We retain minority equity interests in privately-held companies without readily determinable fair values. Our ownership interests are less than 20% of the voting stock of the investees and we do not have the ability to exercise significant influence over the operating and financial policies of the investees. The equity investments are accounted for under the measurement alternative in accordance with Accounting Standards Codification ("ASC") 321, *Investments – Equity Securities*, which is cost minus impairment, if any, plus or minus changes resulting from observable price changes. We did not recognize any changes resulting from observable price changes or impairment losses on our minority equity interest investments during the three and six months ended June 30, 2026 and 2025. Equity investments included in other assets on our condensed consolidated balance sheets were $15.0 million as of June 30, 2026 and December 31, 2025.

Impairment of Long-Lived Assets

We account for the impairment of long-lived assets in accordance with ASC 360, *Property, Plant, and Equipment*. In accordance with ASC 360, long-lived assets to be held and used are reviewed for impairment when events or changes in circumstances indicate that their carrying values may not be recoverable. We perform impairment testing at the asset group level that represents the lowest level for which identifiable cash flows are largely independent of the cash flows of other

assets and liabilities. An impairment loss is recognized when estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying value. If an asset is determined to be impaired, the impairment is measured by the amount that the carrying value of the asset exceeds its fair value.

During the three months ended March 31, 2025, we recognized an impairment loss of $4.4 million within general and administrative expenses to reduce the carrying value of an asset group to its estimated fair value of $3.4 million. The impairment charge was due to a significant deterioration in the sublease market and rental rates whereby the carrying value of the asset group was not recoverable. We otherwise have not recognized any impairment losses of our long-lived assets during the three and six months ended June 30, 2026 and 2025.

Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncement

In July 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2025-05, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets for Private Companies and Certain Not-For-Profit Entities.* This ASU amends ASC 326-20 in part to provide a practical expedient election to assume that current conditions as of the balance sheet date do not change for the remaining life of current accounts receivable and/or current contract assets arising from transactions accounted for under Topic 606, *Revenue from Contracts with Customers*. This ASU is effective for all entities for annual reporting periods beginning after December 15, 2025, and for interim reporting periods within those annual reporting periods. We adopted this standard effective January 1, 2026, and the adoption did not have a material impact on our condensed consolidated financial statements.

Recently Issued Accounting Pronouncements - Not Yet Adopted

In September 2025, the FASB issued ASU 2025-06, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40),* which amends certain aspects of the accounting for and disclosure of software costs under ASC 350-40. The amendments in this ASU, amongst other things, eliminate accounting considerations of software development stages and instead require entities to capitalize internal-use software costs when management commits to funding the software project and it is probable the project will be completed and will be used to perform the function intended. This ASU will be effective for all entities for annual reporting periods beginning after December 15, 2027, and for interim reporting periods within those annual reporting periods. Early adoption of this ASU is permitted and can be applied retrospectively, prospectively or on a modified prospective basis. We are currently evaluating the impact of the adoption of this ASU on our consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. This ASU requires entities to disclose the amounts of purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption; as well as a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. This ASU also requires disclosure of the total amount of selling expense and, in annual reporting periods, an entity's definition of selling expenses. In January 2025, the FASB issued ASU 2025-01 which clarified the effective date of this ASU. This ASU applies to all public entities and will be effective for fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027. Early adoption of this ASU is permitted. This ASU should be applied either prospectively to financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any or all prior periods presented in the financial statements. We are currently evaluating the impact of the adoption of this ASU on our consolidated financial statements disclosures.

3. Business Combination

On January 13, 2025, we acquired substantially all of the assets and assembled workforce of VCRx, a prescription savings business of Vivid Clear Rx, Inc., for $30.0 million in cash. VCRx operates a price comparison platform that provides consumer prescription savings through its partnership with PBMs. The acquisition expands our consumer reach particularly with respect to our prescription transactions offering.

Goodwill associated with this acquisition totaled $11.0 million and primarily related to the expected long-term synergies and other benefits, including the acquired assembled workforce. The goodwill is deductible for tax purposes. Identifiable intangible assets related to this acquisition totaled $19.0 million, of which $18.1 million was attributable to a customer related intangible asset, with an estimated useful life of 6 years.

4. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

(in thousands)	June 30, 2026	December 31, 2025
Accrued bonus and other payroll related	$ 23,691	$ 25,434
Accrued legal settlement	30,500	30,500
Accrued marketing	20,255	11,063
Deferred revenue	8,767	6,705
Other accrued expenses	15,397	13,003
Total accrued expenses and other current liabilities	$ 98,610	$ 86,705

Deferred revenue represents payments received in advance for subscriptions and providing services for certain advertising contracts with customers . We expect substantially all of the deferred revenue at June 30, 2026 will be recognized as revenue within the subsequent twelve months. Of the $6.7 million of deferred revenue at December 31, 2025, $0.9 million and $5.4 million was recognized as revenue during the three and six months ended June 30, 2026, respectively. Revenue recognized during the three and six months ended June 30, 2025 of $0.9 million and $5.2 million, respectively, was included as deferred revenue at December 31, 2024.

5. Income Taxes

We generally calculate income taxes in interim periods by applying an estimated annual effective income tax rate to income or loss before income taxes and by calculating the tax effect of discrete items recognized during such periods. Our estimated annual effective income tax rate is based on our estimated full year income or loss and the related income taxes for each jurisdiction in which we operate. This rate can be affected by estimates of full year pre-tax income or loss and permanent differences.

The effective income tax rate for the three months ended June 30, 2026 and 2025 was 44.8% and 34.4%, respectively. The effective income tax rate for the six months ended June 30, 2026 and 2025 was 54.0% and 34.1%, respectively. The primary differences between our effective income tax rates and the federal statutory tax rate for the three and six months ended June 30, 2026 and 2025 were due to the effects of non-deductible officers' stock-based compensation expense, state income taxes, benefits from research and development tax credits, and tax effects from our equity awards.

6. Debt

Our First Lien Credit Agreement (as amended from time to time, the "Credit Agreement") provides for (i) a $500.0 million term loan maturing on July 10, 2029 ("2024 Term Loan Facility"); and (ii) a revolving credit facility for up to $88.0 million (the "Revolving Credit Facility") maturing on April 10, 2029. As of June 30, 2026, there were no changes to the terms of our 2024 Term Loan Facility and Revolving Credit Facility as disclosed in Note 12 to our consolidated financial statements included in our 2025 10-K.

The effective interest rate on our term loans for the three months ended June 30, 2026 and 2025 was 7.85% and 8.60%, respectively. The effective interest rate on our term loans for the six months ended June 30, 2026 and 2025 was 7.86% and 8.56%, respectively.

We had no borrowings against the Revolving Credit Facility as of June 30, 2026 and December 31, 2025.

We had outstanding letters of credit issued against the Revolving Credit Facility for $7.6 million and $7.8 million as of June 30, 2026 and December 31, 2025 , respectively, which reduce our available borrowings under the Revolving Credit Facility.

Our debt balance is as follows:

(in thousands)	June 30, 2026	December 31, 2025
Principal balance under 2024 Term Loan Facility	$ 492,500	$ 495,000
Less: Unamortized debt issuance costs and discounts	(5,912)	(6,736)
	$ 486,588	$ 488,264

The estimated fair value of our debt was $469.1 million as of June 30, 2026 and approximated its carrying value as of December 31, 2025, based on inputs categorized as Level 2 in the fair value hierarchy.

Under the Credit Agreement, we are subject to a financial covenant requiring maintenance of a First Lien Net Leverage Ratio (as defined in the Credit Agreement) not to exceed 8.2 to 1.0 only in the event that the amounts outstanding under the

Revolving Credit Facility exceed a specified percentage of commitments under the Revolving Credit Facility, and other nonfinancial covenants under the Credit Agreement. At June 30, 2026, we were in compliance with our covenants under the Credit Agreement.

7. Commitments and Contingencies

Aside from the below, as of June 30, 2026, there were no material changes to our commitments and contingencies as disclosed in the notes to our consolidated financial statements included in our 2025 10-K.

Legal Contingencies

Consumer privacy class action - Between February 2, 2023, and March 30, 2023, five individual plaintiffs filed five separate putative class action lawsuits against Google, Meta, Criteo and us, alleging generally that we have not adequately protected consumer privacy and that we communicated consumer information to third parties, including the three co-defendants. Four of the plaintiffs allege common law intrusion upon seclusion and unjust enrichment claims, as well as claims under California's Confidentiality of Medical Information Act, Invasion of Privacy Act, Consumer Legal Remedies Act, and Unfair Competition Law. One of these four plaintiffs additionally brings a claim under the Electronic Communications Privacy Act. The fifth plaintiff brings claims for common-law unjust enrichment and violations of New York's General Business Law. Four of these cases were originally filed in the United States District Court for the Northern District of California ("NDCA") (Cases No. 3:23-cv-00501; 3:23-cv-00744; 3:23-cv-00940; and 4:23-cv-01293). One case was originally filed in the United States District Court for the Southern District of New York (Case No. 1:23-cv-00943); however, that case was voluntarily dismissed and re-filed in the NDCA (Case No. 3:23-cv-01508). These five matters have been consolidated and assigned to U.S. District Judge Araceli Martínez-Olguín in the NDCA. The court also set a briefing schedule for filing a single consolidated complaint, which the plaintiffs filed on May 21, 2023 (Case No. 3:23-cv-00501-AMO; the "NDCA Class Action Matter"), as well as motions to dismiss and motions to compel arbitration. In addition to the aforementioned claims, the plaintiffs in the now consolidated matter bring claims under the Illinois Consumer Fraud and Deceptive Business Practices Act, common law negligence and negligence per se, in each case, pleaded in the alternative. The plaintiffs are seeking various forms of monetary damages (such as statutory damages, compensatory damages, attorneys' fees and disgorgement of profits) as well as injunctive relief. Briefing on the motions to dismiss and motions to compel arbitration was completed on August 24, 2023.

On October 27, 2023, six plaintiffs filed a class action complaint (Case No. 1:23-cv-24127-BB; the "SDFL Class Action Matter") against us in the United States District Court for the Southern District of Florida ("SDFL"). The plaintiffs alleged, on behalf of the same nationwide class as the NDCA Class Action Matter, substantially the same statutory and common law violation claims as alleged in that matter as well as claims based on the federal Electronic Communications Privacy Act, invasion of privacy under California common law and the California constitution, invasion of privacy under New Jersey's Constitution, and violations of Pennsylvania's Wiretapping and Electronic Surveillance Control Act, Florida's Security of Communications Act, New York's Civil Rights Law and Stop Hack and Improve Electronic Data Security Act. The plaintiffs in the SDFL Class Action Matter seek various forms of monetary damages as well as injunctive and other unspecified equitable relief.

On October 27, 2023, we entered into a proposed settlement agreement with the plaintiffs in the SDFL Class Action Matter, on behalf of a nationwide settlement class that includes the NDCA Class Action Matter, which provides for a payment of $13.0 million by us. On October 30, 2023, the plaintiffs in the SDFL Class Action Matter filed a motion and memorandum in support of preliminary approval of the proposed class action settlement and, on October 31, 2023, the SDFL granted preliminary approval of the proposed settlement. Members of the class have the opportunity to opt-out of the class and commence their own actions.

In response to the proposed settlement in the SDFL Class Action Matter, plaintiffs in the NDCA Class Action Matter filed (i) on November 1, 2023, a motion in the NDCA for an order to require us to cease litigation of, or alternatively file a motion to stay in, the SDFL Class Action Matter and enjoin us from seeking settlement with counsel other than plaintiffs' counsel in the NDCA Class Action Matter; and (ii) on November 2, 2023, a motion in the SDFL for that court to allow them to intervene and appear in the SDFL action, transfer the SDFL Class Action Matter to the NDCA and reconsider and deny its preliminary approval of the proposed settlement. The SDFL has issued an order requiring the SDFL plaintiffs to, among other things, file a response to the NDCA plaintiffs' motion to intervene. Additionally, U.S. District Judge Araceli Martínez-Olguín in the NDCA issued an order for us to show cause as to why we should not be sanctioned for an alleged failure to provide notification to the NDCA of the pendency of the SDFL Class Action Matter. We filed our written response to this order on November 8, 2023. The NDCA held a hearing on November 14, 2023, and ordered parties to the litigation to participate in mediation. The parties participated in mediation on January 10, 2024, and agreed to participate in an additional day of mediation, which occurred on March 7, 2024.

On December 3, 2024, the SDFL plaintiffs filed a voluntary motion to dismiss, with prejudice, which was approved by the court on December 4, 2024. On November 25, 2024, we entered into a settlement agreement with the NDCA plaintiffs for $25.0 million, subject to approval by the court. On June 12, 2025, the court denied the motion for preliminary approval of the settlement with prejudice, with leave for the plaintiffs to refile with additional information requested by the court. Based on the settlement agreement, an estimated probable loss of $25.0 million was included within accrued expenses and other current liabilities on our condensed consolidated balance sheets as of June 30, 2026 and December 31, 2025. Additionally,

we estimated a probable loss of $5.5 million relating to the indemnification of certain parties named in the class action lawsuits, which was included within accrued expenses and other current liabilities on our condensed consolidated balance sheets as of June 30, 2026 and December 31, 2025. While these amounts represent our best judgment of the probable losses based on the information currently available to us, they are subject to significant judgments and estimates and numerous factors beyond our control, including, without limitation, final approval of the court.

On November 19, 2025, together with another party named in the class action lawsuit, we filed an amended settlement agreement. On November 26, 2025, plaintiffs filed a motion for preliminary approval of the class settlement. On January 16, 2026, the court denied the motion for preliminary approval of the settlement, requesting additional information from the plaintiffs. On March 24, 2026, the plaintiffs filed an administrative motion for leave to submit supplemental brief to address the court's concerns and request for status conference. On March 26, 2026, the court denied the motion but granted plaintiffs leave to submit a new motion for preliminary approval. Plaintiffs filed a new motion for preliminary approval on June 1, 2026, which is set for a hearing on September 3, 2026. The terms of the amended settlement agreement were reflective of the aggregate probable loss recorded in connection with this matter and, as such, we did not accrue for any additional amounts. The results of legal proceedings are inherently uncertain, and upon final resolution of these matters, it is reasonably possible that the actual loss may differ from our estimates.

Consumer state litigations - On May 28, 2024, The Bert and Annette Mullens Foundation ("Mullens Foundation") filed a lawsuit against us in Pope County, Arkansas, alleging that we violated an Arkansas statute related to the distribution of health-related discount cards. Specifically, the statute provides that each discount card must “expressly provide in bold and prominent type that the discounts are not insurance.” Ark. Code Ann. § 4-106-201(1). Furthermore, the statute provides that each card must “expressly provide in bold and prominent type on the card or in a statement attached to the card that the consumer has the right to cancel his or her registration within thirty (30) days from the effective date of the card.” Ark. Code Ann. § 4-106-201(2). The plaintiff alleges that our cards did not comply with these requirements, and sought an injunction and statutory damages. We filed a motion to dismiss the complaint, which was denied on December 2, 2024. On May 9, 2025, the Arkansas Attorney General moved to intervene in the case. On May 13, 2025, the plaintiff moved for partial summary judgment, which we and the Arkansas Attorney General opposed. Separately, on September 24, 2025, the State of Arkansas, ex rel. Tim Griffin, Attorney General, filed suit in Faulkner County, Arkansas alleging the same violations of Ark. Code Ann. § 4-106-201 et seq. as the Mullens Foundation in addition to violations of the Arkansas Deceptive Trade Practices Act ("ADTPA"). On September 25, 2025, the Circuit Court of Faulkner County entered a Consent Judgment through which the plaintiff, acting parens patriae for the people of Arkansas, released us from any and all claims and remedies available or potentially available under the ADTPA and the discount card statute, Ark. Code Ann. §§ 4-106-201 et seq. for GoodRx discount cards sold, marketed, promoted, advertised, or otherwise distributed in Arkansas from January 1, 2022 until the effective date of the agreement. As part of the Consent Judgment, we also agreed to pay immaterial monetary relief. On July 20, 2026, the Arkansas Attorney General moved to intervene to move for summary judgment dismissing the Mullens Foundation case.

Furthermore, on June 11, 2024, the Minnesota Teamsters Service Bureau also filed a lawsuit against us in Hennepin County, Minnesota, alleging that we violated a Minnesota statute related to the distribution of health-related discount cards. Specifically, the statute provides that each discount card must “expressly provide in bold and prominent type that the discounts are not insurance.” Minn. Stat. Ann. § 325F.784, subd. 1(1). The plaintiff alleges that our cards do not comply with these requirements and also seeks an injunction and statutory damages. We filed a motion to dismiss the complaint, which was denied on December 17, 2024. On June 10, 2025, the plaintiff moved to dismiss some of our counterclaims; the court granted the motion to dismiss. Discovery has been completed in Minnesota. On October 10, 2025, we moved for summary judgment and plaintiff moved for partial summary judgment. On February 5, 2026, the court entered an order on our motion for summary judgment, directing that judgment be entered dismissing plaintiff’s claims as time-barred. On April 10, 2026, plaintiff filed a notice of appeal regarding the court’s summary judgment decision. O n June 18, 2026, plaintiff filed their brief on appeal and we filed our opposition on July 20, 2026.

We intend to vigorously defend against the claims asserted in the Mullens Foundation matter and the Minnesota Teamsters Service Bureau matters as we believe we have meritorious defenses to such claims. While it is reasonably possible a loss may have been incurred, we have not accrued a loss as a loss is not probable and we are unable to estimate a loss or range of loss.

These pending proceedings involve complex questions of fact and law and may require the expenditure of significant funds and the diversion of other resources to defend. In addition, during the normal course of business, we (including our directors and officers whom we indemnify) may become subject to, and are presently involved in, legal proceedings, claims and litigation. Such matters are subject to many uncertainties and outcomes are not predictable with assurance. Aside from the consumer privacy class action matter, we have not accrued for a material loss for any other matters as a loss is not probable and a loss, or a range of loss, is not reasonably estimable. Accruals for loss contingencies are recognized when a loss is probable, and the amount of such loss can be reasonably estimated. See "Note 4. Accrued Expenses and Other Current Liabilities" for additional information. Loss recoveries are recognized when a loss has been incurred and the recovery is probable. Insurance recovery receivables of $11.9 million were included in prepaid expenses and other current assets on our condensed consolidated balance sheets as of June 30, 2026 and December 31, 2025.

8. Revenue

For the three and six months ended June 30, 2026 and 2025, revenue comprised the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2026**	**2025**	**2026**	**2025**
Prescription transactions revenue	$ 106,390	$ 143,064	$ 220,082	$ 291,987
Subscription revenue	28,514	20,463	52,907	41,480
Pharma Direct revenue	61,628	34,981	113,858	63,629
Other revenue	3,879	4,562	7,570	8,944
Total revenue	$ 200,411	$ 203,070	$ 394,417	$ 406,040

9. Stockholders' Equity

On February 27, 2024, our board of directors ("Board") authorized the repurchase of up to an aggregate of $450.0 million of our Class A common stock with no expiration date. Repurchases under this repurchase program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at our discretion, depending on market conditions and corporate needs, or under a trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c)(1) under the Exchange Act. This repurchase program does not obligate us to acquire any particular amount of Class A common stock and may be modified, suspended or terminated at any time at the discretion of our Board. Repurchased shares are subsequently retired and returned to the status of authorized but unissued. As of June 30, 2026, we had $60.3 million available for future repurchases of our Class A common stock under this repurchase program.

In March 2025, we repurchased 10.0 million, 7.0 million, and 3.0 million shares of our Class A common stock (after giving effect to the automatic conversion of our Class B common stock to Class A common stock upon such repurchase) from related parties, Francisco Partners IV, L.P. and Francisco Partners IV-A, Idea Men, LLC, and Spectrum Equity VII, L.P., Spectrum VII Investment Managers' Fund, L.P., and Spectrum VII Co-Investment Fund, L.P., respectively, for an aggregate repurchase of 20.0 million shares of our Class A common stock at a price of $4.20 per share, in each case representing a discount from our closing share price of $4.42 as of the last trading day prior to the execution date of these transactions. The aggregate consideration for these repurchases was $84.9 million, inclusive of direct costs and estimated excise taxes associated with these transactions.

These related party repurchases were approved by our Board and its Audit and Risk Committee as part of the aforementioned repurchase programs.

The following table presents information about our repurchases of our Class A common stock:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2026**	**2025**	**2026**	**2025**
Number of shares repurchased	—	10,224	5,536	33,564
Cost of shares repurchased [(1)]	$ (61)	$ 46,352	$ 12,580	$ 147,272

(1) Cost of shares repurchased for the three months ended June 30, 2026 represents a change to the estimated excise taxes associated with past repurchases of our Class A common stock.

10. Basic and Diluted Earnings Per Share

The computation of earnings per share for the three and six months ended June 30, 2026 and 2025 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands, except per share amounts)	**2026**	**2025**	**2026**	**2025**
Numerator:				
Net income	$ 8,536	$ 12,843	$ 9,705	$ 23,895
Denominator:				
Weighted average shares - basic	339,277	356,623	339,839	367,847

Dilutive impact of stock options and restricted stock units	8,781	536	4,837	498
Weighted average shares - diluted	348,058	357,159	344,676	368,345
Earnings per share:				
Basic	$ 0.03	$ 0.04	$ 0.03	$ 0.06
Diluted	$ 0.02	$ 0.04	$ 0.03	$ 0.06

The following weighted average potentially dilutive shares are excluded from the computation of diluted earnings per share for the periods presented because including them would have been antidilutive:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2026**	**2025**	**2026**	**2025**
Stock options and restricted stock units	39,720	57,042	42,808	49,102

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q, as well as Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Part II, Item 8, "Financial Statements and Supplementary Data" included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the Securities and Exchange Commission ("SEC") on February 26, 2026 ("2025 10-K"). This discussion contains forward-looking statements based upon current plans, expectations and beliefs involving risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in the "Risk Factors" sections of our 2025 10-K and this Quarterly Report on Form 10-Q and other factors set forth in other parts of this Quarterly Report on Form 10-Q and our filings with the SEC.

Glossary of Selected Terminology

As used in this Quarterly Report on Form 10-Q, unless the context otherwise requires, references to:

- "***we***," " ***us***," " ***our***," " ***GoodRx***," and similar references refer to GoodRx Holdings, Inc. and its consolidated subsidiaries.
- "***consumers***" refer to the general population in the United States that uses or otherwise purchases healthcare products and services. References to " ***our consumers***" or " ***GoodRx consumers***" refer to consumers that have used one or more of our offerings.
- "***discounted price***" refers to a price for a prescription provided on our platform that represents a negotiated rate provided by one of our PBM partners at a retail pharmacy or under a direct contract with one of our partner pharmacies. Through our platform, our discounted prices are free to access for consumers by saving a GoodRx code to their mobile device for their selected prescription and presenting it at the chosen pharmacy. The term "discounted price" excludes prices we may otherwise source, such as prices from patient assistance programs for low-income individuals and Medicare prices, and any negotiated rates offered through our subscription offerings.
- "***GoodRx code***" refers to codes that can be accessed by our consumers through our apps or websites or that can be provided to our consumers directly by healthcare professionals, including physicians and pharmacists, that allow our consumers free access to our discounted prices or a lower list price for their prescriptions when such code is presented at their chosen pharmacy.
- "***Monthly Active Consumers***" refers to the number of unique consumers who have used a GoodRx code to purchase a prescription medication in a given calendar month and have saved money compared to the list price of the medication. A unique consumer who uses a GoodRx code more than once in a calendar month to purchase prescription medications is only counted as one Monthly Active Consumer in that month. A unique consumer who uses a GoodRx code in two or three calendar months within a quarter will be counted as a Monthly Active Consumer in each such month. Monthly Active Consumers do not include subscribers to our subscription offerings, consumers of our GoodRx Pharma Direct ("Pharma Direct") offering, or consumers who used our telehealth offering. When presented for a period longer than a month, Monthly Active Consumers is averaged over the number of calendar months in such period. For example, a unique consumer who uses a GoodRx code twice in January, but who did not use our prescription transactions offering again in February or March, is counted as 1 in January and as 0 in both February and March, thus contributing 0.33 to our Monthly Active Consumers for such quarter (average of 1, 0 and 0). A unique consumer who uses a GoodRx code in January and in March, but did not use our prescription transactions offering in February, would be counted as 1 in January, 0 in February and 1 in March, thus contributing 0.66 to our Monthly Active Consumers for such quarter. Monthly Active Consumers from acquired companies are included beginning from the acquisition date.
- "***partner pharmacies***" refers to select licensed pharmacies with whom we have direct contractual agreements.
- "***PBM***" refers to a pharmacy benefit manager. PBMs aggregate demand to negotiate prescription medication prices with pharmacies and pharma manufacturers. PBMs find most of their demand through relationships with insurance companies and employers. However, nearly all PBMs also have consumer direct or cash network pricing that they negotiate with pharmacies for consumers who choose to purchase prescriptions outside of insurance.
- "***pharma***" is an abbreviation for pharmaceutical.
- "***savings,***" " ***saved***" and similar references refer to the difference between the list price for a particular prescription at a particular pharmacy and the price paid by the GoodRx consumer for that prescription utilizing a GoodRx code available through our platform at that same pharmacy. In certain circumstances, we may show a list price on our platform when such list price is lower than the negotiated price available using a GoodRx code and, in certain circumstances, a consumer may use a GoodRx code and pay the list price at a pharmacy if such list price is lower than the negotiated price available using a GoodRx code. We do not earn revenue from such transactions, but our savings calculation includes an estimate of the savings achieved by the

consumer because our platform has directed the consumer to the pharmacy with the low list price. This estimate of savings when the consumer pays the list price is based on internal data and is calculated as the difference between the average list price across all pharmacies where GoodRx consumers paid the list price and the average list price paid by consumers in the pharmacies to which we directed them. We do not calculate savings based on insurance prices as we do not have information about a consumer's specific coverage or price. We do not believe savings are representative or indicative of our revenue or results of operations.

- "***subscribers***" and similar references refer to our consumers that are subscribed to our subscription offerings, GoodRx Gold ("***Gold***"), condition-specific subscription programs which first launched in June 2025, RxSmartSaver+ powered by GoodRx ("***RxSmartSaver+***") which launched in July 2025, and GoodRx Companion which launched its monthly and annual plans in May and July 2026, respectively. References to subscription plans as of a particular date represent an active subscription to any one of our aforementioned subscription offerings as of the specified date. For Gold and RxSmartSaver+, each subscription plan may represent more than one subscriber since family subscription plans may include multiple members.

Certain monetary amounts, percentages, and other figures included in this Quarterly Report on Form 10-Q have been subject to rounding adjustments. Percentage amounts included in this Quarterly Report on Form 10-Q have not in all cases been calculated on the basis of such rounded figures, but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this Quarterly Report on Form 10-Q may vary from those obtained by performing the same calculations using the figures in our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. Certain other amounts that appear in this Quarterly Report on Form 10-Q may not sum due to rounding.

Overview

Our mission is to help Americans save time and money when filling their medications. To achieve this, we are building the leading consumer-focused digital healthcare platform in the United States. For instance, in the first quarter of 2026, we announced the launch of Employer Direct, a new platform designed to help employers address gaps in traditional insurance coverage by pairing their existing benefits with integrated cash pricing in order to expand affordability and access for their employees. We also continued to grow our consumer direct pricing and announced a collaboration with a pharmaceutical manufacturer to offer eligible patients nationwide access to certain medications, including Lipitor®, Celebrex®, Viagra®, and Norvasc®, at a significantly lower cash price through our platform. Additionally, we launched GoodRx Companion in the second quarter of 2026, a new subscription offering that provides consumers access to free and low-cost generic medications, affordable online care visits, and savings on routine healthcare services.

With respect to the healthcare landscape, change has become a constant with positive and negative impacts on our business. Widening coverage gaps, elevated out-of-pocket costs, and a growing uninsured population are increasing demand for pricing transparency and affordability solutions. As a result, cost is becoming a more significant factor earlier in the patient journey, with consumers and providers actively evaluating cost before prescribing and filling, pharma manufacturers expanding direct-to-consumer strategies, employers seeking solutions for high-cost therapies, and pharmacies adapting to more transparent, digitally enabled fulfillment models. As these dynamics evolve, how affordability is presented and experienced by consumers is becoming increasingly important, shaping not just awareness, but whether patients ultimately move forward with treatments. Separately, as previously described in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our 2025 10-K, certain major drug producers and manufacturers have negotiated or are in negotiations with the current Presidential administration to receive relief from the potential imposition of a 100% tariff on any branded or patented pharmaceutical product produced outside of the United States. As a result of these negotiations, certain manufacturers have announced their participation in a new government-sponsored direct-to-consumer platform called "TrumpRx.gov" ("TrumpRx"), which was launched in February 2026 and is designed to offer consumers discounts on their products and some specialty brands. GoodRx is a key integration partner for pharma manufacturers offering discounted cash prices on TrumpRx at launch. We are observing early utilization of the platform, with initial demand concentrated in GLP-1 therapies. Based on preliminary data, this utilization appears to be incremental, expanding access to new patients rather than displacing existing demand, and has not had a material impact on our business to date. In May 2026, an expansion of TrumpRx was announced to include more than 600 generic medications and additional price-comparison and pharmacy fulfillment tools, with integrated discount offerings from GoodRx and other direct-to-consumer pharmacy platforms. The potential impact of TrumpRx on our business, offerings, or results of operations remains uncertain and could be material. With the introduction of these federal initiatives, including the renewed focus on Most-Favored-Nation pricing, the market is shifting decisively toward greater transparency and direct-to-consumer access. For us, this evolution is both an opportunity and a clear validation of our mission.

Conversely, we have seen rapid changes in the U.S. retail pharmacy landscape with announcements of store closures and reduction of footprint from various retail pharmacies, including Rite Aid and Walgreens. In early May 2025, Rite Aid announced its plan to pursue a sale of substantially all of its assets through a voluntary bankruptcy process. Consequently, we saw several PBMs remove Rite Aid from their networks, causing immediate cessation in the associated claims volume, as well as rapid store closures, which altogether adversely impacted our ability to recapture these claims in the near term. As an extension of the changing retail pharmacy landscape, we have seen and continue to expect heightened renegotiations

between pharmacies and PBMs, including changes in retailer reimbursement models, as a result of the pharmacies' increased focus on rationalizing their spending. Furthermore, in the second quarter of 2025, we saw a material volume reduction in one of our integrated savings programs, which integrate our competitive discounts and pricing in a seamless experience at the pharmacy counter for eligible plan members served by certain PBM partners. Integrated savings programs are operated through PBMs who decide how to implement and manage these programs. These external factors have adversely impacted our prescription transactions revenue, financial results, and Monthly Active Consumers, all of which we expect will continue in the near term and are reflected in our year-over-year comparative results below.

While our prescription transactions offering remains foundational to our business, we are increasingly directing investment toward Pharma Direct and subscription offerings, which are becoming larger contributors to our growth. Within Pharma Direct, we are expanding manufacturer-sponsored affordability programs and creating additional ways for manufacturers to reach and engage consumers through the GoodRx platform. Within subscriptions, we are broadening our offerings and making them a more integrated part of the consumer experience to deliver value beyond an individual prescription and deepen our relationships with consumers. As these offerings continue to scale, we expect near-term pressure on our Monthly Active Consumers, prescription transactions revenue and unit economics during 2026. However, we believe this evolution will deliver greater value to consumers, deepen engagement, improve retention and position us for more durable, sustainable long-term growth.

For the three months ended June 30, 2026 as compared to the same period of 2025:

- Revenue decreased to $200.4 million from $203.1 million;
- Net income and net income margin were $8.5 million and 4.3%, respectively, compared to $12.8 million and 6.3%, respectively; and
- Adjusted EBITDA and Adjusted EBITDA Margin were $63.7 million and 31.8%, respectively, compared to $69.4 million and 34.2%, respectively.

For the six months ended June 30, 2026 as compared to the same period of 2025:

- Revenue decreased to $394.4 million from $406.0 million;
- Net income and net income margin were $9.7 million and 2.5%, respectively, compared to $23.9 million and 5.9%, respectively; and
- Adjusted EBITDA and Adjusted EBITDA Margin were $122.0 million and 30.9%, respectively, compared to $139.2 million and 34.3%, respectively.

Revenue, net income and net income margin are financial measures prepared in conformity with accounting principles generally accepted in the United States ("GAAP"). Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures. For a reconciliation and presentation of Adjusted EBITDA and Adjusted EBITDA Margin to the most directly comparable GAAP financial measures, information about why we consider Adjusted EBITDA and Adjusted EBITDA Margin useful and a discussion of the material risks and limitations of these measures, please see “Key Financial and Operating Metrics—Non-GAAP Financial Measures" below.

Key Financial and Operating Metrics

We use Monthly Active Consumers, subscription plans, Adjusted EBITDA and Adjusted EBITDA Margin to assess our performance, make strategic and offering decisions and build our financial projections. The number of Monthly Active Consumers and subscription plans are key indicators of the scale of our consumer base and a gauge for our marketing and engagement efforts. We believe these operating metrics reflect our scale, growth and engagement with consumers. As our business continues to evolve, we are reassessing the Monthly Active Consumers metric as a primary indicator of performance to ensure it aligns with how we measure growth and profitability.

Monthly Active Consumers

The factors described in the "Overview" section have adversely impacted our Monthly Active Consumers beginning in the second quarter of 2025.

	Three Months Ended					
(in millions)	**June 30, 2026**	**March 31, 2026**	**December 31, 2025**	**September 30, 2025**	**June 30, 2025**	**March 31, 2025**
Monthly Active Consumers	5.0	5.3	5.3	5.4	5.7	6.4

Subscription Plans

	As of					
(in thousands)	**June 30, 2026**	**March 31, 2026**	**December 31, 2025**	**September 30, 2025**	**June 30, 2025**	**March 31, 2025**
Subscription plans	764	717	674	671	668	680

Non-GAAP Financial Measures

Adjusted EBITDA and Adjusted EBITDA Margin are key measures we use to assess our financial performance and are also used for internal planning and forecasting purposes. We believe Adjusted EBITDA and Adjusted EBITDA Margin are helpful to investors, analysts and other interested parties because they can assist in providing a more consistent and comparable overview of our operations across our historical financial periods. In addition, these measures are frequently used by analysts, investors and other interested parties to evaluate and assess performance.

We define Adjusted EBITDA for a particular period as net income or loss before interest, taxes, depreciation and amortization, and as further adjusted, as applicable, for acquisition related expenses, stock-based compensation expense, payroll tax expense related to stock-based compensation, loss on extinguishment of debt, financing related expenses, loss on operating lease assets, restructuring related expenses, legal settlement expenses, gain on sale of business and other income or expense, net. These excluded items are either non-cash charges or such that we believe they do not represent our underlying core operating performance and that their exclusion provides investors with a better understanding of the factors and trends affecting our business. Adjusted EBITDA Margin represents Adjusted EBITDA as a percentage of Adjusted Revenue. Adjusted Revenue is a non-GAAP financial measure defined as revenue excluding client contract termination costs associated with restructuring related activities. We exclude these costs from revenue because we believe they are not indicative of past or future underlying performance of the business. For the three and six months ended June 30, 2026 and 2025, revenue equaled Adjusted Revenue.

Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures and are presented for supplemental informational purposes only and should not be considered as alternatives or substitutes to financial information presented in accordance with GAAP. These measures have certain limitations in that they do not include the impact of certain costs that are reflected in our condensed consolidated statements of operations that are necessary to run our business. Other companies, including other companies in our industry, may not use these measures or may calculate these measures differently than as presented in this Quarterly Report on Form 10-Q, limiting their usefulness as comparative measures.

The following table presents a reconciliation of net income, the most directly comparable financial measure calculated in accordance with GAAP, to Adjusted EBITDA, and presents net income margin, the most directly comparable financial measure calculated in accordance with GAAP, with Adjusted EBITDA Margin:

	Three Months Ended June 30,		Six Months Ended June 30,	
(dollars in thousands)	2026	2025	2026	2025
Net income	$ 8,536	$ 12,843	$ 9,705	$ 23,895
Adjusted to exclude the following:				
Interest income	(1,019)	(2,803)	(2,416)	(6,735)
Interest expense	9,810	10,729	19,577	21,373
Income tax expense	6,930	6,734	11,400	12,350
Depreciation and amortization	22,269	19,729	44,061	40,641
Other income	(625)	(694)	(625)	(694)
Acquisition related expenses [1]	275	—	527	26
Restructuring related expenses [2]	572	546	5,858	1,765
Legal settlement expenses [3]	—	355	—	355
Stock-based compensation expense	16,593	21,415	33,102	40,589
Payroll tax expense related to stock-based compensation	399	549	821	1,234
Loss on operating lease asset [4]	—	—	—	4,409
Adjusted EBITDA	$ 63,740	$ 69,403	$ 122,010	$ 139,208
Revenue	$ 200,411	$ 203,070	$ 394,417	$ 406,040
Net income margin	4.3%	6.3%	2.5%	5.9%
Adjusted EBITDA Margin	31.8%	34.2%	30.9%	34.3%

(1) Acquisition related expenses principally include costs for actual or planned acquisitions including related third-party fees, legal, consulting and other expenditures, and as applicable, severance costs and retention or performance bonuses to employees related to acquisitions. From time to time, acquisition related expenses may also include similar transaction related costs for business dispositions.

(2) Restructuring related expenses include costs for various workforce optimization and organizational changes to better align with our strategic goals and future scale including employee severance and other personnel related costs, and as applicable, contract termination costs, and losses from the disposal of certain technology and capitalized software.

(3) Legal settlement expenses consist of periodic settlement costs for significant or unusual litigation matters.

(4) Loss on operating lease asset represents losses incurred from time to time relating to the impairment or abandonment of leased office space.

Components of our Results of Operations

For a description of the components of our results of operations, refer to Note 2 to our audited consolidated financial statements included in our 2025 10-K. In addition, for a description of primary drivers that may cause our revenue, costs and operating expenses to fluctuate from period to period, including seasonality, refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our 2025 10-K.

Results of Operations

Three Months Ended June 30, 2026 Compared to Three Months Ended June 30, 2025

The following table sets forth our results of operations for the three months ended June 30, 2026 and 2025:

(dollars in thousands)	Three Months Ended June 30, 2026	% of Total Revenue	Three Months Ended June 30, 2025	% of Total Revenue	Change ($)	Change (%)
Revenue:						
Prescription transactions revenue	$ 106,390	53%	$ 143,064	70%	$ (36,674)	(26%)
Subscription revenue	28,514	14%	20,463	10%	8,051	39%
Pharma Direct revenue	61,628	31%	34,981	17%	26,647	76%
Other revenue	3,879	2%	4,562	2%	(683)	(15%)
Total revenue	200,411		203,070			
Costs and operating expenses:						
Cost of revenue, exclusive of depreciation and amortization presented separately below	20,999	10%	13,350	7%	7,649	57%
Product development and technology	26,711	13%	29,933	15%	(3,222)	(11%)
Sales and marketing	81,986	41%	84,870	42%	(2,884)	(3%)
General and administrative	24,814	12%	28,379	14%	(3,565)	(13%)
Depreciation and amortization	22,269	11%	19,729	10%	2,540	13%
Total costs and operating expenses	176,779		176,261			
Operating income	23,632		26,809			
Other expense, net:						
Other income	625	0%	694	0%	(69)	(10%)
Interest income	1,019	1%	2,803	1%	(1,784)	(64%)
Interest expense	(9,810)	5%	(10,729)	5%	919	(9%)
Total other expense, net	(8,166)		(7,232)			
Income before income taxes	15,466		19,577			
Income tax expense	(6,930)	3%	(6,734)	3%	(196)	3%
Net income	$ 8,536		$ 12,843			

Revenue

All of our revenue has been generated in the United States.

Prescription transactions revenue decreased $36.7 million, or 26%, year-over-year, primarily driven by a decrease in the number of our Monthly Active Consumers due to the broader changes in the retail pharmacy landscape including store closures and volume reduction in one of our integrated savings programs as discussed above, as well as the deliberate shift of product and marketing investment toward our new subscription offerings. The year-over-year decrease was also due to lower unit economics which we expect to continue in the near-term as we made deliberate decisions to favor long-term durability and certainty. The impact from these factors was partially offset by revenue contribution from a prescription delivery technology business we acquired in October 2025, which provided a 3% year-over-year increase in prescription transactions revenue.

Subscription revenue increased $8.1 million, or 39%, year-over-year, primarily driven by the expansion and growth of our condition-specific subscription programs, in particular weight loss, as well as a resulting increase in the number of subscription plans with 764 thousand subscription plans as of June 30, 2026 compared to 668 thousand as of June 30, 2025.

Pharma Direct revenue increased $26.6 million, or 76%, year-over-year, driven by organic growth as we continued to expand our market penetration with pharma manufacturers and other customers, in particular our GLP-1 access programs, which are part of our consumer direct pricing.

Costs and Operating Expenses

Cost of revenue, exclusive of depreciation and amortization

Cost of revenue increased $7.6 million, or 57%, year-over-year, primarily driven by a $3.8 million increase in costs related to our condition-specific subscription programs, a $3.8 million increase in prescription delivery costs as a result of a prescription delivery technology business we acquired in October 2025 and a $3.0 million increase in fulfillment costs for certain solutions provided to customers under our Pharma Direct offering. The impact of these drivers was partially offset by a $1.8 million decrease in processing fees. We expect cost of revenue to continue to increase on a year-over-year basis in the near term as we continue to scale and expand our offerings, particularly our Pharma Direct and subscription offerings.

Product development and technology

Product development and technology expenses decreased $3.2 million, or 11%, year-over-year, primarily driven by a decrease in personnel related costs due to lower average headcount.

Sales and marketing

Sales and marketing expenses decreased $2.9 million, or 3%, year-over-year, primarily driven by a decrease in advertising expenses.

General and administrative

General and administrative expenses decreased $3.6 million, or 13%, year-over-year, primarily driven by credit losses recognized in 2025 on accounts receivables associated with Rite Aid's bankruptcy.

Depreciation and amortization

Depreciation and amortization expenses increased $2.5 million, or 13%, year-over-year, primarily driven by higher amortization related to capitalized software due to higher capitalization costs for platform improvements and the introduction of new products and features.

Interest Income

Interest income decreased $1.8 million, or 64%, year-over-year, primarily due to lower average balance of cash equivalents held in U.S. treasury securities money market funds and lower interest rates.

Interest Expense

Interest expense decreased $0.9 million, or 9%, year-over-year primarily due to lower average debt balances and lower interest rates.

Income Taxes

For the three months ended June 30, 2026 and 2025, we had income tax expense of $6.9 million and $6.7 million, respectively, and an effective income tax rate of 44.8% and 34.4%, respectively. While income tax expense remained relatively flat year-over-year, the increase in effective income tax rate was primarily driven by an increase in the estimated annual effective income tax rate and tax effects from our equity awards, partially offset by a decrease in income before income taxes.

Six Months Ended June 30, 2026 Compared to Six Months Ended June 30, 2025

The following table sets forth our results of operations for the six months ended June 30, 2026 and 2025:

(dollars in thousands)	Six Months Ended June 30, 2026	% of Total Revenue	Six Months Ended June 30, 2025	% of Total Revenue	Change ($)	Change (%)
Revenue:						
Prescription transactions revenue	$ 220,082	56%	$ 291,987	72%	$ (71,905)	(25%)
Subscription revenue	52,907	13%	41,480	10%	11,427	28%
Pharma Direct revenue	113,858	29%	63,629	16%	50,229	79%
Other revenue	7,570	2%	8,944	2%	(1,374)	(15%)
Total revenue	394,417		406,040			
Costs and operating expenses:						
Cost of revenue, exclusive of depreciation and amortization presented separately below	41,155	10%	26,714	7%	14,441	54%
Product development and technology	56,888	14%	61,075	15%	(4,187)	(7%)
Sales and marketing	163,039	41%	169,412	42%	(6,373)	(4%)
General and administrative	51,633	13%	58,009	14%	(6,376)	(11%)
Depreciation and amortization	44,061	11%	40,641	10%	3,420	8%
Total costs and operating expenses	356,776		355,851			
Operating income	37,641		50,189			
Other expense, net:						
Other income	625	0%	694	0%	(69)	(10%)
Interest income	2,416	1%	6,735	2%	(4,319)	(64%)
Interest expense	(19,577)	5%	(21,373)	5%	1,796	(8%)
Total other expense, net	(16,536)		(13,944)			
Income before income taxes	21,105		36,245			
Income tax expense	(11,400)	3%	(12,350)	3%	950	(8%)
Net income	$ 9,705		$ 23,895			

Revenue

The year-over-year changes in prescription transactions revenue, subscription revenue, and Pharma Direct revenue were driven by the same factors described above for the three months ended June 30, 2026 compared to the same period of 2025.

Costs and Operating Expenses

Cost of revenue, exclusive of depreciation and amortization

Cost of revenue increased $14.4 million , or 54%, year-over-year, primarily driven by a $7.3 million increase in prescription delivery costs as a result of a prescription delivery technology business we acquired in October 2025, a $6.3 million increase in costs related to our condition-specific subscription programs, and a $6.0 million increase in fulfillment costs for certain solutions provided to customers under our Pharma Direct offering. The impact of these drivers was partially offset by a $3.2 million decrease in processing fees. We expect cost of revenue to continue to increase on a year-over-year basis in the near term as we continue to scale and expand our offerings, particularly our Pharma Direct and subscription offerings.

Remaining Costs and Operating Expenses, Interest Income, Interest Expense and Income Taxes

The year-over-year changes in product development and technology, sales and marketing, depreciation and amortization expenses, interest income, interest expense and income taxes were primarily driven by the same factors described above for the three months ended June 30, 2026 compared to the same period of 2025. In addition, the year-over-year decrease in general and administrative expenses was further driven by a $4.4 million impairment loss related to a leased office space recognized in 2025.

Liquidity and Capital Resources

Since our inception, we have financed our operations primarily through net cash provided by operating activities, equity issuances, and borrowings under our long-term debt arrangements. As of June 30, 2026, our principal sources of liquidity are our cash and cash equivalents and borrowings available under our $88.0 million secured revolving credit facility that matures on April 10, 2029. As of June 30, 2026, we had cash and cash equivalents of $296.1 million and $80.4 million available under our revolving credit facility.

As of June 30, 2026, there were no material changes to our primary short-term and long-term requirements for liquidity and capital or to our contractual commitments as disclosed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2025 10-K.

Based on our current conditions, we believe that our net cash provided by operating activities and cash on hand will be adequate to meet our operating, investing and financing needs for at least the next twelve months from the date of the issuance of the accompanying unaudited condensed consolidated financial statements. Our future capital requirements will depend on many factors, including the growth of our business, the timing and extent of investments, sales and marketing activities, and many other factors as described in Part I, Item 1A, "Risk Factors" of our 2025 10-K.

If necessary, we may borrow funds under our revolving credit facility to finance our liquidity requirements, subject to customary borrowing conditions. To the extent additional funds are necessary to meet our long-term liquidity needs as we continue to execute our business strategy, we anticipate that they will be obtained through the incurrence of additional indebtedness, additional equity financings or a combination of these potential sources of funds; however, such financing may not be available on favorable terms, or at all. In particular, the current economic uncertainty, including rising inflation, new or increased tariffs and socio-political events, has resulted in, and may continue to result in, significant disruption of global financial markets, including rising interest rates, which could reduce our ability to access capital. If we are unable to raise additional funds when needed or on the terms desired, our business, financial condition and results of operations could be adversely affected.

Holding Company Status

GoodRx Holdings, Inc. is a holding company that does not conduct any business operations of its own. As a result, GoodRx Holdings, Inc. is largely dependent upon cash distributions and other transfers from its subsidiaries to meet its obligations and to make future dividend payments, if any. Our existing debt arrangements contain covenants restricting payments of dividends by our subsidiaries, including GoodRx, Inc., unless certain conditions are met. These covenants provide for certain exceptions for specific types of payments. Based on these restrictions, all of the net assets of GoodRx, Inc. were restricted pursuant to the terms of our debt arrangements as of June 30, 2026. Since the restricted net assets of GoodRx, Inc. and its subsidiaries exceed 25% of our consolidated net assets, in accordance with Regulation S-X, see Note 18 to our consolidated financial statements included in our 2025 10-K for the condensed parent company financial information of GoodRx Holdings, Inc.

Cash Flows

	Six Months Ended June 30,	
(in thousands)	**2026**	**2025**
Net cash provided by operating activities	$ 92,670	$ 58,993
Net cash used in investing activities	(36,053)	(70,191)
Net cash used in financing activities	(22,324)	(155,830)
Net change in cash and cash equivalents	$ 34,293	$ (167,028)

Net cash provided by operating activities

The $33.7 million year-over-year increase in net cash provided by operations was driven by a $46.0 million decrease in cash outflow from changes in operating assets and liabilities, partially offset by a $12.4 million decrease in net income after adjusting for non-cash adjustments. Changes in operating assets and liabilities were principally driven by the timing of collections of prescription reimbursement assets and accounts receivable, as well as payments of prescription reimbursement liabilities, accrued expenses, and accounts payable.

Net cash used in investing activities

The $34.1 million year-over-year decrease in net cash used in investing activities was primarily driven by cash paid for VCRx, a business we acquired in January 2025.

Net cash used in financing activities

The $133.5 million year-over-year decrease in net cash used in financing activities was almost entirely driven by a decrease in payments for repurchases of our Class A common stock.

Recent Accounting Pronouncements

Refer to Note 2 to our condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q.

Critical Accounting Policies and Estimates

During the three months ended June 30, 2026, there have been no significant changes to our critical accounting policies and estimates compared with those disclosed in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our 2025 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in our market risk from the disclosure included in Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk” of our 2025 10-K.

Item 4. Controls and Procedures

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of June 30, 2026, our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information required under this Part II, Item 1 is set forth in Note 7 to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q and is incorporated herein by this reference.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in our 2025 10-K. For a discussion of potential risks and uncertainties related to us, see the information included in Part I, Item 1A, "Risk Factors" of our 2025 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

None.

Issuer Repurchases of Equity Securities

There have been no share repurchases under our stock repurchase program for the three months ended June 30, 2026. See Note 9 to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional information related to our stock repurchase program, which was publicly announced on February 29, 2024.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Insider Trading Arrangements

During the three months ended June 30, 2026, none of our directors or officers (as defined in Section 16 of the Exchange Act), adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act or any "non-Rule 10b5-1 trading arrangement" (as defined in Item 408(c) of Regulation S-K of the Exchange Act).

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/ Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation	8-K	001-39549	3.1	9/28/20	
3.2	Amended and Restated Bylaws	8-K	001-39549	3.2	9/28/20	
4.1	Form of Certificate of Class A Common Stock	S-1	333-248465	4.1	8/28/20	
4.2	Form of Certificate of Class B Common Stock	S-8	333-249069	4.4	9/25/20	
10.1†	Third Amended & Restated Non-Employee Director Compensation Program, dated May 27, 2026					*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)					*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)					*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350					**
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350					**
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document					*
101.SCH	Inline XBRL Taxonomy Extension Schema Document					*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					*

* Filed herewith.
** Furnished herewith.
† Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GOODRX HOLDINGS, INC.

Date: August 5, 2026

By: /s/ Wendy Barnes
Wendy Barnes
Chief Executive Officer & President
(Principal Executive Officer)

Date: August 5, 2026

By: /s/ Christopher McGinnis
Christopher McGinnis
Chief Financial Officer & Treasurer
(Principal Financial Officer)

Date: August 5, 2026

By: /s/ Thomas Chan
Thomas Chan
Chief Accounting Officer
(Principal Accounting Officer)

Exhibit 10.1

GOODRX HOLDINGS, INC.

NON-EMPLOYEE DIRECTOR COMPENSATION PROGRAM

Third Amended and Restated effective as of May 27, 2026

Eligible Directors (as defined below) on the board of directors (the "***Board***") of GoodRx Holdings, Inc. (the "***Company***") shall be eligible to receive cash and equity compensation as set forth in this Non- Employee Director Compensation Program (this "***Program***"). The cash and equity compensation described in this Program shall be paid or be made, as applicable, automatically as set forth herein and without further action of the Board, to each member of the Board who is not an employee of the Company or any of its parents, affiliates or subsidiaries and who is determined by the Board to be eligible to receive compensation under this Program (each, an "***Eligible Director***"), who may be eligible to receive such cash or equity compensation, unless such Eligible Director declines the receipt of such cash or equity compensation by written notice to the Company.

This Program, as amended, shall become effective as of the date first set forth above (the "***Effective Date***") and shall remain in effect until it is revised or rescinded by further action of the Board. This Program may be amended, modified or terminated by the Board at any time in its sole discretion. No Eligible Director shall have any rights hereunder, except with respect to equity awards granted pursuant to Section 2 of this Program.

1. Cash Compensation.

a. Annual Retainers. Each Eligible Director shall be eligible to receive an annual cash retainer of $50,000 for service on the Board.

b. Additional Annual Retainers. An Eligible Director shall be eligible to receive the following additional annual retainers, as applicable:

(i) Chairman of the Board or Co-Chairman of the Board. An Eligible Director serving as the Chairman of the Board or Co-Chairman of the Board shall be eligible to receive an additional annual retainer of $75,000 for such service.

(ii) Audit and Risk Committee. An Eligible Director serving as Chairperson of the Audit and Risk Committee shall be eligible to receive an additional annual retainer of $20,000 for such service. An Eligible Director serving as a member of the Audit and Risk Committee (other than the Chairperson) shall be eligible to receive an additional annual retainer of $10,000 for such service.

(iii) Compensation Committee. An Eligible Director serving as Chairperson of the Compensation Committee shall be eligible to receive an additional annual retainer of $15,000 for such service. An Eligible Director serving as a member of the Compensation Committee (other than the Chairperson) shall be eligible to receive an additional annual retainer of $10,000 for such service.

(iv) Nominating and Corporate Governance Committee . An Eligible Director serving as Chairperson of the Nominating and Corporate Governance Committee shall be eligible to receive an additional annual retainer of $10,000 for such service. An Eligible Director serving as a member of the Nominating and Corporate Governance Committee (other than the Chairperson) shall be eligible to receive an additional annual retainer of $10,000 for such service.

Chairperson) shall be eligible to receive an additional annual retainer of $10,000 for such service.

c. Payment of Retainers. The annual cash retainers described in Sections 1(a) and 1(b) shall be earned on a quarterly basis based on a calendar quarter and shall be paid by the Company

in arrears not later than 30 days following the end of each calendar quarter. In the event an Eligible Director does not serve as a director, or in the applicable positions described in Section 1(b), for an entire calendar quarter, the retainer paid to such Eligible Director shall be prorated for the portion of such calendar quarter actually served as a director, or in such position, as applicable.

2. Equity Compensation.

a. General. Eligible Directors automatically shall be granted the equity awards described below. The awards described below shall be granted under and shall be subject to the terms and provisions of the Company's 2020 Incentive Award Plan or any other applicable Company equity incentive plan then-maintained by the Company (such plan, as may be amended from time to time, the " ***Equity Plan*** ") and may be granted subject to the execution and delivery of award agreements, including attached exhibits, in substantially the forms approved by the Board prior to or in connection with such grants. All applicable terms of the Equity Plan apply to this Program as if fully set forth herein, and all grants of equity awards hereby are subject in all respects to the terms of the Equity Plan. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Equity Plan.

b. Initial Awards.

i. Each Eligible Director who is initially elected or appointed to serve on the Board after the Effective Date automatically shall be granted a Restricted Stock Unit award with a value of $200,000 (the "***Initial Equity Award***"). The number of Restricted Stock Units subject to an Initial Equity Award will be determined by dividing the value by the 30-calendar-day average closing price for the Company's common stock through and including the date prior to the applicable grant date (with any fractional Restricted Stock Units being rounded down to the next whole number). The Initial Equity Award shall be granted on the date on which such Eligible Director is appointed or elected to serve on the Board, and shall vest as to one-third of the shares underlying the Initial Equity Award on each of the first three anniversaries of the applicable grant date, such that the Initial Equity Award is fully vested on the third anniversary of the grant date, subject to such Eligible Director's continued service through the applicable vesting date.

c. Annual Awards.

i. An Eligible Director who is serving on the Board as of the date of the annual meeting of the Company's stockholders (the " ***Annual Meeting***") each calendar year automatically shall be granted a Restricted Stock Unit award with a value of $200,000 (an "***Ongoing Annual Award***"). The number of Restricted Stock Units subject to an Annual Award will be determined by dividing the value by the 30-calendar-day average closing price for the Company's common stock through and including the date prior to the applicable grant date (with any fractional Restricted Stock Units being rounded down to the next whole number). Each Annual Award shall be granted on the date of the applicable Annual Meeting and shall vest in full on the earlier to occur of (i) the one- year anniversary of the applicable grant date and (ii) the date of the next Annual Meeting following the grant date, subject to continued service through the applicable vesting date.

ii. If an Eligible Director is elected or appointed to serve on the Board at any time other than at an Annual Meeting, such Eligible Director automatically shall be granted a Restricted Stock Unit award (a "***Pro-Rated Annual Award***" and together with the Ongoing Annual Awards, the " ***Annual Awards***"; and the Annual Awards, together with the Initial Equity Award, the "***Director Equity Awards***"). The number of Restricted Stock Units subject to a Pro-Rated Annual Award will be determined by multiplying (x) $200,000, by (y) a fraction, the numerator of which is the remainder of 365 minus the number of days between the adjournment of the last Annual Meeting and the date of the election or appointment, and the denominator of which is 365, and then dividing the value by the 30-calendar-day average closing price for the Company's common stock through and including the date prior to the applicable grant date (with any fractional Restricted Stock Units being rounded down to the next whole number). Each Pro-Rated

Annual Award shall be granted on the date of such applicable election or appointment and shall vest in full on the earlier to occur of (i) the one-year anniversary of the date of the last Annual Meeting preceding the grant date and (ii) the date of the next Annual Meeting following the grant date, subject to continued service through the applicable vesting date.

d. Accelerated Vesting Events . Notwithstanding the foregoing, an Eligible Director's Director Equity Award(s) shall vest in full immediately prior to the occurrence of a Change in Control, other than a Non-Transactional Change in Control, to the extent outstanding at such time.

e. Deferred Compensation Plan. Eligible directors may elect to participate in the Company's Deferred Compensation Plan for Directors (the " ***DCP***") pursuant to the terms and conditions of the DCP, as in effect from time to time.

3. Compensation Limits . Notwithstanding anything to the contrary in this Program, all compensation payable under this Program will be subject to any limits on the maximum amount of non-employee Director compensation set forth in the Equity Plan, as in effect from time to time.

*****

Exhibit 31.1

CERTIFICATION

I, Wendy Barnes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of GoodRx Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2026

By: /s/ Wendy Barnes

Wendy Barnes

Chief Executive Officer & President

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Christopher McGinnis, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of GoodRx Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2026

By: /s/ Christopher McGinnis
Christopher McGinnis
Chief Financial Officer & Treasurer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of GoodRx Holdings, Inc. (the "Company") for the period ended June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2026

By: /s/ Wendy Barnes

Wendy Barnes

Chief Executive Officer & President

(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of GoodRx Holdings, Inc. (the "Company") for the period ended June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2026

By: /s/ Christopher McGinnis

Christopher McGinnis

Chief Financial Officer & Treasurer

(Principal Financial Officer)