

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Spectrum Equity VII, L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>GoodRx Holdings, Inc. [GDRX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/29/2024			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
140 NEW MONTGOMERY STREET, 20TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO CA 94105								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/29/2024		c ⁽¹⁾		3,989,323	A	(1)	3,989,323	I	By Spectrum Equity VII, L.P. ⁽²⁾
Class A Common Stock	08/29/2024		c ⁽¹⁾		6,828	A	(1)	6,828	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾
Class A Common Stock	08/29/2024		c ⁽¹⁾		3,849	A	(1)	3,849	I	By Spectrum VII Co-Investment Fund L.P. ⁽²⁾
Class A Common Stock	08/29/2024		j ⁽³⁾		3,989,323	D	\$0.00	0	I	By Spectrum Equity VII, L.P. ⁽²⁾
Class A Common Stock	09/03/2024		s		6,828	D	\$7.8601 ⁽⁴⁾	0	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾
Class A Common Stock	09/03/2024		s		3,849	D	\$7.8601 ⁽⁴⁾	0	I	By Spectrum VII Co-Investment Fund L.P. ⁽²⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(I)	08/29/2024		C ⁽¹⁾			3,989,323	(I)	(I)	Class A Common Stock	3,989,323	(I)	25,835,983	I	By Spectrum Equity VII, L.P. ⁽²⁾
Class B Common Stock	(I)	08/29/2024		C ⁽¹⁾			6,828	(I)	(I)	Class A Common Stock	6,828	(I)	44,223	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾
Class B Common Stock	(I)	08/29/2024		C ⁽¹⁾			3,849	(I)	(I)	Class A Common Stock	3,849	(I)	24,927	I	By Spectrum VII Co-Investment Fund L.P. ⁽²⁾

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

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

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

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

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

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

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

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

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

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

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

(Street)
 SAN FRANCISCO CA 94105

(City) (State) (Zip)

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

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

(Street)
 SAN FRANCISCO CA 94105

Explanation of Responses:

1. Represents the conversion of the Issuer's Class B Common Stock ("Class B Shares") into shares of the Issuer's Class A Common Stock (the "Class A Shares") on a one-for-one basis.
2. The general partner of Spectrum Equity VII, L.P. ("SE VII") is Spectrum Equity Associates VII, L.P. ("Spectrum Equity Associates"). The general partner of each of Spectrum VII Investment Managers' Fund, L.P. ("Spectrum VII Investment Managers' Fund"), Spectrum VII Co-Investment Fund L.P. ("Spectrum VII Co-Investment Fund"), and Spectrum Equity Associates is SEA VII Management, LLC ("Management LLC"). Brion B. Applegate, Christopher T. Mitchell, Victor E. Parker, Jr., Benjamin C. Spero, Ronan Cunningham, Stephen M. LeSieur, Brian Regan and Michael W. Farrell may be deemed to share voting and dispositive power over the securities held by SE VII, Spectrum VII Investment Managers' Fund and Spectrum VII Co-Investment Fund. Each of these individuals disclaims beneficial ownership of such securities, except to the extent of their pecuniary interest, if any.
3. Spectrum Equity VII, L.P. made a pro rata distribution of 3,989,323 shares of Class A Shares to its general partner and limited partners for no consideration on August 29, 2024.
4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.850 to \$7.865 per share, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Spectrum Equity VII, L.P., By:
Spectrum Equity Associates VII,
L.P., its general partner, By:
SEA VII Management, LLC, its
general partner, By: /s/ Carolina 09/03/2024
A. Picazo, Name: Carolina A.
Picazo, Chief Administrative
Officer & Chief Compliance
Officer

Spectrum VII Investment
Managers' Fund, L.P., By: SEA
VII Management, LLC, its
general partner, By: /s/ Carolina 09/03/2024
A. Picazo, Name: Carolina A.
Picazo, Title: Chief
Administrative Officer & Chief
Compliance Officer

Spectrum VII Co-Investment
Fund, L.P., By: SEA VII
Management, LLC, its general
partner, By: /s/ Carolina A. 09/03/2024
Picazo, Name: Carolina A.
Picazo, Title: Chief
Administrative Officer & Chief
Compliance Officer

Spectrum Equity Associates VII,
L.P., By: SEA VII Management,
LLC, its general partner, By: /s/
Carolina A. Picazo, Name: 09/03/2024
Carolina A. Picazo, Title: Chief
Administrative Officer & Chief
Compliance Officer

SEA VII Management, LLC,
By: /s/ Carolina A. Picazo,
Name: Carolina A. Picazo, Title: 09/03/2024
Chief Administrative Officer &
Chief Compliance Officer

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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