

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Abdiel Capital Management, LLC</u>  (Last) (First) (Middle) C/O ABDIEL CAPITAL 90 PARK AVENUE, 29TH FLOOR  (Street) NEW YORK NY 10016  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GoodRx Holdings, Inc. [ GDRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/03/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	09/03/2021		P		9,167	A	\$39.93 <sup>(2)</sup>	8,325,101	I	By Abdiel Qualified Master Fund, LP <sup>(1)</sup>
Class A Common Stock	09/03/2021		P		284	A	\$39.93 <sup>(2)</sup>	8,325,385	I	By Abdiel Capital, LP <sup>(1)</sup>
Class A Common Stock	09/03/2021		P		36,275	A	\$40.55 <sup>(3)</sup>	8,361,660	I	By Abdiel Qualified Master Fund, LP <sup>(1)</sup>
Class A Common Stock	09/03/2021		P		1,125	A	\$40.55 <sup>(3)</sup>	8,362,785	I	By Abdiel Capital, LP <sup>(1)</sup>
Class A Common Stock	09/03/2021		P		109,261	A	\$41.51 <sup>(4)</sup>	8,472,046	I	By Abdiel Qualified Master Fund, LP <sup>(1)</sup>
Class A Common Stock	09/03/2021		P		3,387	A	\$41.51 <sup>(4)</sup>	8,475,433	I	By Abdiel Capital, LP <sup>(1)</sup>
Class A Common Stock	09/03/2021		P		23,993	A	\$42.02 <sup>(5)</sup>	8,499,426	I	By Abdiel Qualified Master Fund, LP <sup>(1)</sup>
Class A Common Stock	09/03/2021		P		744	A	\$42.02 <sup>(5)</sup>	8,500,170	I	By Abdiel Capital, LP <sup>(1)</sup>

**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	09/07/2021		P		140,643	A	\$41.69 <sup>(6)</sup>	8,640,813	I	By Abdiel Qualified Master Fund, LP <sup>(1)</sup>
Class A Common Stock	09/07/2021		P		4,357	A	\$41.69 <sup>(6)</sup>	8,645,170	I	By Abdiel Capital, LP <sup>(1)</sup>
Class A Common Stock	09/08/2021		P		57,821	A	\$39.84 <sup>(7)</sup>	8,702,991	I	By Abdiel Qualified Master Fund, LP <sup>(1)</sup>
Class A Common Stock	09/08/2021		P		1,801	A	\$39.84 <sup>(7)</sup>	8,704,792	I	By Abdiel Capital, LP <sup>(1)</sup>
Class A Common Stock	09/08/2021		P		57,524	A	\$40.55 <sup>(8)</sup>	8,762,316	I	By Abdiel Qualified Master Fund, LP <sup>(1)</sup>
Class A Common Stock	09/08/2021		P		1,792	A	\$40.55 <sup>(8)</sup>	8,764,108	I	By Abdiel Capital, LP <sup>(1)</sup>
Class A Common Stock	09/08/2021		P		24,205	A	\$41.42 <sup>(9)</sup>	8,788,313	I	By Abdiel Qualified Master Fund, LP <sup>(1)</sup>
Class A Common Stock	09/08/2021		P		754	A	\$41.42 <sup>(9)</sup>	8,789,067	I	By Abdiel Capital, LP <sup>(1)</sup>

**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)					

1. Name and Address of Reporting Person\*

[Abdiel Capital Management, LLC](#)

(Last) (First) (Middle)

C/O ABDIEL CAPITAL

90 PARK AVENUE, 29TH FLOOR

(Street)

NEW YORK NY 10016

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Abdiel Qualified Master Fund LP](#)

(Last) (First) (Middle)

C/O ABDIEL CAPITAL  
90 PARK AVENUE, 29TH FLOOR

(Street)

NEW YORK NY 10016

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Abdiel Capital LP](#)

(Last) (First) (Middle)

C/O ABDIEL CAPITAL  
90 PARK AVENUE, 29TH FLOOR

(Street)

NEW YORK NY 10016

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Abdiel Capital Advisors, LP](#)

(Last) (First) (Middle)

C/O ABDIEL CAPITAL  
90 PARK AVENUE, 29TH FLOOR

(Street)

NEW YORK NY 10016

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Moran Colin T.](#)

(Last) (First) (Middle)

C/O ABDIEL CAPITAL  
90 PARK AVENUE, 29TH FLOOR

(Street)

NEW YORK NY 10016

(City) (State) (Zip)

**Explanation of Responses:**

1. The share numbers in Column 5 represent the aggregated holdings of Abdiel Qualified Master Fund, LP ("AQMF") and Abdiel Capital, LP ("ACLP"). Abdiel Capital Management, LLC is the general partner of AQMF and ACLP, and Abdiel Capital Advisors, LP serves as the investment manager of AQMF and ACLP. Colin T. Moran is the managing member of Abdiel Capital Management, LLC and Abdiel Capital Partners, LLC, which is the general partner of Abdiel Capital Advisors, LP. By virtue of the foregoing relationships, each of the Reporting Persons may be deemed to beneficially own the securities held by AQMF and ACLP. Each Reporting Person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.
2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$39.88 to \$39.99. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$40.00 to \$40.99. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$41.00 to \$42.00. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$42.00 to \$42.05. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
6. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$41.17 to \$42.00. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
7. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$39.63 to \$39.99. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
8. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$40.00 to \$40.99. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
9. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$41.00 to \$41.80. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

**Remarks:**

By: /s/ Colin T. Moran as  
managing member of Abdiel  
Capital Management, LLC 09/08/2021

By: /s/ Colin T. Moran as  
managing member of Abdiel  
Capital Management, LLC, 09/08/2021  
general partner of Abdiel  
Qualified Master Fund, LP

By: /s/ Colin T. Moran as  
managing member of Abdiel  
Capital Management, LLC, 09/08/2021  
general partner of Abdiel  
Capital, LP

By: /s/ Colin T. Moran as  
managing member of Abdiel  
Capital Partners, LLC, general 09/08/2021  
partner of Abdiel Capital  
Advisors, LP

By: /s/ Colin T. Moran,  
individually 09/08/2021

\*\* 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.

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