FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Vashington,  | D.C. | 20549 |  |
|--------------|------|-------|--|
| vasilington, | D.C. | 20040 |  |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| 1. Name and Address of Reporting Person*  Voermann Karsten |  |   |   |   | 2. Issuer Name and Ticker or Trading Symbol GoodRx Holdings, Inc. [ GDRX ]   |  |  |  |  |                                     |   | Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director 10% Owner     Officer (give title Other (specify)  |  |   |  |  |  |
|--|--|---|---|---|--|--|--|--|--|-------------------------------------|---|--|--|---|--|--|--|
| (Midd<br>5, INC.<br>LRD                                    | dle)   |   | 3. Date of Earliest Transaction (Month/Day/Year) 03/29/2021   |   |  |  |  |  |  |                                     | below) below)  Chief Financial Officer  |  |  |   |  |  |  |
| 904  | 04   | [   |   |   |  |  |  |  |  | Line                                | ,   |  |  |   |  |  |  |
| (Zip)  |  |   |   |   |  |  |  |  |  |                                     |   |  |  |   |  |  |  |
| Table  | l - Non-   | Deriva  | tive S  | Secur   | rities A   | cquire   | ed, D  | isposed o  | f, or Be   | eneficially                         | Owned   |  |  |   |  |  |  |
| Da   |  |   | ar) E   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)   |  | 3.<br>Transaction<br>Code (Instr.<br>8)  |  | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and  |  |                                     | Beneficially<br>Owned Follow  |  | Form:<br>y (D) or  |   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership  |  |  |
|  |  |   |   |   |  | Code   | v  | Amount   | (A) or<br>(D)  | Price                               | Transact  | ion(s)   |  |   | (Instr. 4)   |  |  |
|  | 03,  | /29/202   | 1   |   | M  | П  | 150,000  | A  | \$6.84   | 150,000                             |   | D  |  |   |  |  |  |
|  | 03,  | /29/202   | 1   |   |  | S <sup>(1)</sup>   |  | 102,431  | D  | \$37.02990                          | 47,569  |  | D  |   |  |  |  |
|  | 03   | /29/202   | .1  |   | <b>S</b> <sup>(1)</sup>  |  | 47,469   | D  | \$37.72320   | 100                                 |   | D  |  |   |  |  |  |
|  | 03   | /29/202   | 21  |   | S <sup>(1)</sup>   |  | 100  | D  | \$38.54  | 0                                   |   | D  |  |   |  |  |  |
| Tab  |  |   |   |   |  |  |  |  |  |                                     | Owned   |  |  |   |  |  |  |
| Exec<br>Day/Year) if an                                    | cution Date<br>y   | Code  |   | Der<br>Sec<br>Acc<br>or I<br>of (   | rivative<br>curities<br>quired (A)<br>Disposed<br>D) (Instr.   | ve Expirati<br>es (Month/<br>osed<br>nstr.   |  |  |  | ties<br>ng<br>e Security            | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | derivative<br>Securities<br>Beneficiall<br>Owned<br>Following<br>Reported  | e<br>s<br>Illy<br>J  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | Beneficial<br>Ownership<br>t (Instr. 4)  |  |  |
|  |  | Code  | e V   | (A)   | (D)  | Date<br>Exerc  | isable   | Expiration<br>Date   | Title  | Amount<br>or<br>Number<br>of Shares |   | (Instr. 4)   |  |   |  |  |  |
| /2021  |  | М   |   |   | 150,000  | (-   | 4)   | 03/26/2030   | Class A<br>Common<br>Stock   | 150,000                             | \$0.00  | 450,00   | 00   | D   |  |  |  |
|  | (Midding Midding Middi | (Middle)  5, INC.  RD  90404  (Zip)  Table I - Non-  2. Tr. Date (Mor  03  03  03  Table II - D  (e  axy/Year)  Axy/Year) | (Middle)  5, INC.  RD  90404  (Zip)  Table I - Non-Derivation Date (Month/Day/Ye  03/29/202  03/29/202  03/29/202  Table II - Derivative (e.g., pure (e.g., pure (e.g., pure (e.g., pure (e.g., pure (month/Day/Year)))  action Day/Year) Day/Year)  Action Day/Year)  Code  Code | (Middle) 3. Date 03/29  4. If Ar 90404  (Zip)  Table I - Non-Derivative Service (Month/Day/Year)  03/29/2021  03/29/2021  03/29/2021  Table II - Derivative Service (e.g., puts, can be provided in the pay/Year)  action Say/Year)  Table II - Derivative Service (e.g., puts, can be pay/Year)  (Month/Day/Year)  (Month/Day/Year)  Code (Instr. 8) | GoodRx   GoodRx   GoodRx   GoodRx   3. Date of Ea 03/29/2021   4. If Amendm   Amendm   GoodPate   GoodPate | GoodRx Holdin  3. Date of Earliest Tran 03/29/2021  4. If Amendment, Date  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  03/29/2021  03/29/2021  03/29/2021  Table II - Derivative Securities Acc (e.g., puts, calls, warrant Date (Month/Day/Year)  3. Date of Earliest Tran 03/29/2021  2. Transaction Date if any (Month/Day/Year)  5. Number of Derivative Securities Acquired (A) Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) Or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) | (Middle) 3. Date of Earliest Transaction 03/29/2021  3. Date of Earliest Transaction 03/29/2021  4. If Amendment, Date of Orig  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. If Amendment, Date of Orig  2. Transaction Date (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Deemed Say/Year)  3. Transaction Date (Month/Day/Year)  4. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optocode (if any (Month/Day/Year))  4. If Amendment, Date of Orig | GoodRx Holdings, Inc. [  3. Date of Earliest Transaction (Monto 03/29/2021  4. If Amendment, Date of Original File Execution Date, (Month/Day/Year)  2. Transaction Date, (Month/Day/Year)  03/29/2021  03/29/2021  A M  03/29/2021  S(1)  03/29/2021  Table II - Derivative Securities Acquired, District (e.g., puts, calls, warrants, options (e.g., puts, calls, warrants, options (Month/Day/Year)  Table III - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V  (Code V (A) (D) Date Exercisable | (Middle)  3. Date of Earliest Transaction (Month/Day/Year) 03/29/2021  4. If Amendment, Date of Original Filed (Month/Day  Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year)  2. Transaction Date (if any (Month/Day/Year)  03/29/2021  A Deemed Execution Date, if any (Month/Day/Year)  Code V Amount  03/29/2021  S(1) 150,000  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. Acquired (A) Or Disposed of (D) (Instr. A) Deemed Execution Date (If any (Month/Day/Year)  3. Transaction Transaction (Month/Day/Year)  4. Securities Disposed of (D) (Instr. A) Deemed Execution Date (Instr. B)  Table II - Derivative Securities Acquired (A) Or Disposed of (D) (Instr. A) Deemed Execution Date (Month/Day/Year)  4. Securities Disposed of (D) (Instr. A) Deemed Execution Date (Month/Day/Year)  5. Number of Execution Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) | GoodRx Holdings, Inc. [GDRX]        | GoodRx Holdings, Inc. [GDRX ]   GoodRx Holdings, Inc. [GDRX | (Middle) (Mi | Check all applicable   Director   Chief Final   Chief Fi | GoodRx Holdings, Inc.   GDRX   Check all applicable)   Director   X   Director   X   Officer (give title below)   Chief Financial ( | GoodRx Holdings, Inc. [GDRX]  GoodRx Holdings, Inc. [GDRX]  Glitcer (give title Delow)  Chief Financial Officer  Chief Financial Officer  A. If Amendment, Date of Original Filed (Month/Day/Year)  G. Individual or Joint/Group Filing (Check Application)  Form filed by More than One Report Person  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year)  [Month/Day/Year)  [Month/Day |  |  |

## Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan
- 2. This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.49 to \$37.47. The reporting person undertakes to provide the Company, any security holder of the Company, 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.
- 3. This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.49 to 36.465. The reporting person undertakes to provide the Company, any security holder of the Company, 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.
- 4. The option has vested and became exercisable or will vest and become exercisable with respect to the original 600,000 underlying shares of Class A common stock in equal monthly installments over a four year period that commenced on March 2, 2020

## Remarks:

/s/ Gracye Cheng, as Attorneyin-Fact for Karsten Voermann

03/31/2021

\*\* 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.

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.