

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>LeSieur Stephen</u> <hr/> (Last) (First) (Middle) C/O GOODRX HOLDINGS, INC. 233 WILSHIRE BLVD., SUITE 990 <hr/> (Street) SANTA MONICA CA 90401 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/23/2020	3. Issuer Name and Ticker or Trading Symbol <u>GoodRx Holdings, Inc. [GDRX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	54,798,400	(1)	I	By Spectrum Equity VII, L.P. ⁽²⁾
Class B Common Stock	(1)	(1)	Class A Common Stock	93,800	(1)	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾
Class B Common Stock	(1)	(1)	Class A Common Stock	52,875	(1)	I	By Spectrum VII Co-Investment Fund, L.P. ⁽²⁾

1. Name and Address of Reporting Person* <u>LeSieur Stephen</u> <hr/> (Last) (First) (Middle) C/O GOODRX HOLDINGS, INC. 233 WILSHIRE BLVD., SUITE 990 <hr/> (Street) SANTA MONICA CA 90401 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Spectrum VII Investment Managers' Fund, L.P.</u>

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

(Street)
SAN FRANCISCO 94105

(City) (State) (Zip)

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 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

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of the Issuer's Class A Common Stock. The Class B Common Stock will automatically convert into shares of the Issuer's Class A Common Stock on a one-to-one basis upon either (a) any transfer of the Class B Common Stock by the holder, whether or not for value, subject to certain exceptions or (b) the earliest to occur of (i) seven years from the filing and effectiveness of the Issuer's amended and restated certificate of incorporation and (ii) the voting power of the Issuer's outstanding Class B Common Stock representing less than 10% of the combined voting power of all of the Issuer's outstanding common stock.

2. The general partner of Spectrum Equity VII, L.P. ("Spectrum Equity VII") is Spectrum Equity Associates VII, L.P. ("Spectrum Equity Associates VII"). 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 VII is SEA VII Management, LLC. Brion B. Applegate, Christopher T. Mitchell, Victor E. Parker, Jr., Benjamin C. Spero, Ronan Cunningham, Peter T. Jensen, Stephen M. LeSieur, Brian Regan and Michael W. Farrell may be deemed to share voting and dispositive power over the securities held by Spectrum Equity 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.

Remarks:

/s/ Gracye Cheng,
Attorney-in-Fact for 09/23/2020
Stephen LeSieur

Spectrum Equity VII, L.P.,
By: Spectrum Equity
Associates VII, L.P., its
general partner, By: SEA
VII Management, LLC, its 09/23/2020
general partner, By: /s/

Carolina 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 A. Picazo, 09/23/2020
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. Picazo, 09/23/2020
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, 09/23/2020
Name: Carolina A. Picazo,
Title: Chief Administrative
Officer & Chief
Compliance Officer

SEA VII Management,
LLC, By: /s/ Carolina A.
Picazo, Name: Carolina A. 09/23/2020
Picazo, Title: Chief
Administrative Officer &
Chief Compliance Officer

** Signature of Reporting Date
Person

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 5 (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.