
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of report (Date of earliest event reported): December 17, 2020

GoodRx Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39549
(Commission
File Number)

47-5104396
(IRS 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)

**233 Wilshire Blvd., Suite 990
Santa Monica, CA 90401**
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.0001 par value per share	GDRX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 3.02 Unregistered Sales of Equity Securities.

GoodRx Holdings, Inc. (the “Company”) is committed to supporting healthcare professionals and clinics across America through its GoodRxHelps initiative. As part of its initial public offering, the Company reserved 1,075,000 shares of the Company’s Class A common stock for issuance to fund and support its philanthropic initiatives.

In furtherance of this commitment, on December 17, 2020, the Company entered into a stock purchase agreement with Dechomai Asset Trust under which the Company has issued 1,075,000 shares of the Company’s Class A common stock at par value, for aggregate consideration of \$107.50 (the “Charitable Transaction”). Dechomai Asset Trust funded the Charitable Transaction with the proceeds of a cash donation in the same amount from the Company. The shares donated in the Charitable Transaction were issued in reliance on the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended, for transactions not involving a public offering.

SIGNATURE

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 hereunto duly authorized.

GOODRX HOLDINGS, INC.

By: /s/ Karsten Voermann

Name: Karsten Voermann

Title: Chief Financial Officer

Date: December 18, 2020