

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) 03/16/2025			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		
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	03/16/2025		C ⁽¹⁾		2,991,991	A	(1)	2,991,991	I	By Spectrum Equity VII, L.P. ⁽²⁾
Class A Common Stock	03/16/2025		C ⁽¹⁾		5,122	A	(1)	5,122	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾
Class A Common Stock	03/16/2025		C ⁽¹⁾		2,887	A	(1)	2,887	I	By Spectrum VII Co-Investment Fund L.P. ⁽²⁾
Class A Common Stock	03/16/2025		D		2,991,991	D	\$4.2 ⁽³⁾	0 ⁽³⁾	I	By Spectrum Equity VII, L.P. ⁽²⁾
Class A Common Stock	03/16/2025		D		5,122	D	\$4.2 ⁽³⁾	0 ⁽³⁾	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾
Class A Common Stock	03/16/2025		D		2,887	D	\$4.2 ⁽³⁾	0 ⁽³⁾	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)					

**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)	03/16/2025		C ⁽¹⁾			2,991,991	(I)	(I)	Class A Common Stock	2,991,991	(I)	22,843,992	I	By Spectrum Equity VII, L.P. ⁽²⁾
Class B Common Stock	(I)	03/16/2025		C ⁽¹⁾			5,122	(I)	(I)	Class A Common Stock	5,122	(I)	39,101	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽²⁾
Class B Common Stock	(I)	03/16/2025		C ⁽¹⁾			2,887	(I)	(I)	Class A Common Stock	2,887	(I)	22,040	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. Pursuant to the Stock Purchase Agreement dated March 16, 2025, the Issuer has agreed to purchase an aggregate of 3,000,000 shares of Class A Common Stock ("Class A Shares") from Spectrum Equity VII, L.P. ("SE VII"), Spectrum VII Investment Managers' Fund, L.P. ("Spectrum VII Investment Managers' Fund"), and Spectrum VII Co-Investment Fund L.P. ("Spectrum VII Co-Investment Fund," and together with the foregoing entities, the "Selling Stockholders") for an aggregate price of \$12,600,000 (the "Repurchase"). In connection with the Repurchase, the Selling Stockholders are converting an aggregate of 3,000,000 shares of Class B Common Stock ("Class B Shares") into 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. The reported amounts give effect to the closing of the Repurchase, which is expected to occur on March 21, 2025.

[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 A. Picazo, Name: Carolina A. Picazo, Title: Chief Administrative Officer & Chief Compliance Officer](#) [03/18/2025](#)

[Spectrum VII Investment Managers' Fund, L.P., By: SEA VII Management, LLC, its general partner, By: /s/ Carolina A. Picazo, Name: Carolina A. Picazo, Title: Chief Administrative Officer & Chief Compliance Officer](#) [03/18/2025](#)

[Spectrum VII Co-Investment Fund, L.P., By: SEA VII Management, LLC, its general partner, By: /s/ Carolina A. Picazo, Name: Carolina A. Picazo, Title: Chief Administrative Officer & Chief Compliance Officer](#) [03/18/2025](#)

[Spectrum Equity Associates VII, L.P., By: SEA VII Management, LLC, its general partner, By: /s/ Carolina A. Picazo, Name: Carolina A. Picazo, Title: Chief Administrative Officer & Chief Compliance Officer](#) [03/18/2025](#)

[SEA VII Management, LLC, By: /s/ Carolina A. Picazo, Name: Carolina A. Picazo, Title: Chief Administrative Officer & Chief Compliance Officer](#) [03/18/2025](#)

** 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.