SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL	
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☐ 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*
Fengler Justin

(Last) (First) (Middle)
C/O GOODRX HOLDINGS, INC.
2701 OLYMPIC BOULEVARD

(Street)
SANTA MONICA CA 90404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GoodRx Holdings, Inc. [GDRX]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☐ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ 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	08/15/2026		M		10,149	A	(1)	33,800	D	
Class A Common Stock	08/15/2026		F		4,575	D	$3.73	29,225	D	
Class A Common Stock	08/15/2026		M		6,423	A	(1)	35,648	D	
Class A Common Stock	08/15/2026		F		2,817	D	$3.73	32,831	D	
Class A Common Stock	08/15/2026		M		6,392	A	(1)	39,223	D	
Class A Common Stock	08/15/2026		F		2,803	D	$3.73	36,420	D	
Class A Common Stock	08/15/2026		M		25,568	A	(1)	61,988	D	
Class A Common Stock	08/15/2026		F		11,212	D	$3.73	50,776	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				
Restricted Stock Unit	(1)	08/15/2026		M			10,149	(2)	(2)	Class A Common Stock	10,149	$0	0	D	
Restricted Stock Unit	(1)	08/15/2026		M			6,423	(3)	(3)	Class A Common Stock	6,423	$0	19,272	D	
Restricted Stock Unit	(1)	08/15/2026		M			6,392	(4)	(4)	Class A Common Stock	6,392	$0	63,919	D	
Restricted Stock Unit	(1)	08/15/2026		M			25,568	(5)	(5)	Class A Common Stock	25,568	$0	51,135	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Class A common stock.
2. This restricted stock units award vests with respect to 1/16 of the award in quarterly installments on November 15, 2022 and on each quarterly anniversary thereafter, subject to the Reporting Person's continued service through each applicable vesting date.
3. This restricted stock units award vests with respect to 1/16 of the award in quarterly installments on August 15, 2023 and on each quarterly anniversary thereafter, subject to the Reporting Person's continued service through each applicable vesting date.
4. This restricted stock units award vests with respect to 1/16 of the award in quarterly installments on May 15, 2025 and on each quarterly anniversary thereafter, subject to the Reporting Person's continued service through each applicable vesting date.
5. This restricted stock units award vests with respect to 1/8 of the award in quarterly installments on May 15, 2025 and on each quarterly anniversary thereafter, subject to the Reporting Person's continued service through each applicable vesting date.

Remarks:

Chief Financial Officer and Chief Strategy & Operations Officer

/s/ Gracye Cheng, Attorney-in-Fact for Justin Fengler	08/17/2026
** 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.