

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LeSieur Stephen</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) <input checked="" type="checkbox"/> 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) <u>09/25/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O GOODRX HOLDINGS, INC. 233 WILSHIRE BLVD., SUITE 990			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SANTA MONICA CA 90401								
(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	09/25/2020		C		6,781,847	A	\$0.00	6,781,847	I	By Spectrum Equity VII, L.P. ⁽¹⁾
Class A Common Stock	09/25/2020		C		11,609	A	\$0.00	11,609	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽¹⁾
Class A Common Stock	09/25/2020		C		6,544	A	\$0.00	6,544	I	By Spectrum VII Co-Investment Fund, L.P. ⁽¹⁾
Class A Common Stock	09/25/2020		S		6,781,847	D	\$33	0	I	By Spectrum Equity VII, L.P. ⁽¹⁾
Class A Common Stock	09/25/2020		S		11,609	D	\$33	0	I	By Spectrum VII Investment Managers' Fund, L.P. ⁽¹⁾
Class A Common Stock	09/25/2020		S		6,544	D	\$33	0	I	By Spectrum VII Co-Investment Fund, L.P. ⁽¹⁾

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
Class B Common Stock	(2)	09/25/2020		C		6,781,847		(2)	(2)	Class A Common Stock	6,781,847	\$0.00	48,016,553	I	By Spectrum Equity VII, L.P. ⁽¹⁾

**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	(2)	09/25/2020		C			11,609	(2)	(2)	Class A Common Stock	11,609	\$0.00	82,191	I	By Spectrum VII Investment Managers' Fund, L.P. (1)
Class B Common Stock	(2)	09/25/2020		C			6,544	(2)	(2)	Class A Common Stock	6,544	\$0.00	46,331	I	By Spectrum VII Co-Investment Fund, L.P. (1)

1. Name and Address of Reporting Person*
[LeSieur Stephen](#)

(Last) (First) (Middle)
C/O GOODRX HOLDINGS, INC.
233 WILSHIRE BLVD., SUITE 990

(Street)
SANTA MONICA CA 90401

(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 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. 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.

2. In connection with the Issuer's initial public offering, the reporting person converted shares of the Class B Common Stock to Class A Common Stock.

Remarks:

/s/ Gracye Cheng, Attorney-in-Fact for Stephen LeSieur 09/29/2020

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, Chief Administrative Officer & Chief Compliance Officer 09/29/2020

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 09/29/2020

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 09/29/2020

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 09/29/2020

SEA VII Management, LLC, By: /s/ Carolina A. Picazo, Name: Carolina A. Picazo, Title: Chief Administrative Officer & Chief Compliance Officer 09/29/2020

** 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.