

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).

1. Name and Address of Reporting Person* <u>Bezdek Trevor</u> (Last) (First) (Middle) <u>C/O GOODRX HOLDINGS, INC.</u> <u>2701 OLYMPIC BOULEVARD</u> (Street) <u>SANTA MONICA CA 90404</u> (City) (State) (Zip)	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Co-CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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				

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 Units	(1)	12/17/2020		M			365,661	(2)	(2)	Class B Common Stock	365,661	\$0.00	7,845,361	D	
Class B Common Stock	(3)	12/17/2020		M		365,661		(3)	(3)	Class A Common Stock	365,661	\$0.00	365,661	D	
Class B Common Stock	(3)	12/17/2020		F		365,661		(3)	(3)	Class A Common Stock	365,661	\$42.45	0	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Class B common stock.
- The restricted stock units vested upon the achievement of performance goals. Settlement of the restricted stock units is delayed until the third anniversary of the applicable vesting date, however the Issuer may accelerate the settlement of a number of RSUs sufficient to satisfy any FICA tax withholding obligations. The December 16, 2020 transaction reflects acceleration of the settlement of RSUs to satisfy FICA tax withholding obligations.
- 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 or upon the earliest to occur of (1) the first date on which the aggregate number of outstanding shares of Class B common stock ceases to represent at least 10% of the then-outstanding shares of common stock, (2) the transfer of such share of Class B common stock, other than certain permitted transfers, or (3) September 25, 2027.

Remarks:

/s/ Gracye Cheng, Attorney-in-Fact for Trevor Bezdek 12/18/2020

** 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.