

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

GOODRX HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-5104396
(I.R.S. Employer
Identification No.)

**2701 Olympic Boulevard
Santa Monica, CA 90404**
(Address, including zip code, of Registrant's principal executive offices)

**GoodRx Holdings, Inc. 2020 Incentive Award Plan
GoodRx Holdings, Inc. 2020 Employee Stock Purchase Plan**
(Full title of the plans)

**Karsten Voermann
Chief Financial Officer
2701 Olympic Boulevard
Santa Monica, CA 90404
(855) 268-2822**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Marc D. Jaffe
Brian J. Cuneo
Benjamin J. Cohen
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
(212) 906-1200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
2020 Incentive Award Plan (Class A common stock, par value \$0.0001 per share)	21,548,799 (3)	\$39.29	\$846,652,312.71	\$92,369.77
2020 Employee Stock Purchase Plan (Class A common stock, par value \$0.0001 per share)	3,916,596 (4)	\$39.29	\$153,883,056.84	\$16,788.64

TOTAL	25,465,395	—	\$1,000,535,369.55	\$109,158.41
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- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Class A Common Stock, par value \$0.0001 per share (the “Class A Common Stock”), of GoodRx Holdings Inc. (the “Company”) that become issuable under the Company’s 2020 Incentive Award Plan (as amended, the “2020 Plan”) and the Company’s 2020 Employee Stock Purchase Plan (as amended, the “2020 ESPP”), in any case, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Class A Common Stock.
- (2) Estimated in accordance with Rule 457(c) of the Securities Act solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Company’s Class A Common Stock as reported on the Nasdaq Global Select Market on March 5, 2021, which date is within five business days prior to filing this Registration Statement.
- (3) Represents additional shares of the Company’s Class A Common Stock that became available for issuance on January 1, 2021 under the 2020 Plan, by operation of an automatic annual increase provision therein.
- (4) Represents additional shares of the Company’s Class A Common Stock that became available for issuance on January 1, 2021 under the 2020 ESPP, by operation of an automatic annual increase provision therein.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 25,465,395 shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), of GoodRx Holdings, Inc. (the “Company”), issuable under the following employee benefit plans for which registration statement of the Company on Form S-8 (File No. 333-249069) is effective: (i) the GoodRx Holdings, Inc. 2020 Incentive Award Plan (the “2020 Plan”) and (ii) the GoodRx Holdings, Inc. 2020 Employee Stock Purchase Plan (the “2020 ESPP”).

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statement is incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Form	File Number	Incorporated by Reference Filing Date	Exhibit	Filed Herewith
4.1	Amended and Restated Certificate of Incorporation	8-K	001-39549	9-28-2020	3.1	
4.2	Amended and Restated Bylaws	8-K	001-39549	9-28-2020	3.2	
4.3	Form of Certificate of Class A Common Stock	S-1/A	333-248465	8-28-2020	4.1	
5.1	Opinion of Latham & Watkins LLP					X
23.1	Consent of PricewaterhouseCoopers LLP					X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney					X
99.1	GoodRx Holdings, Inc. 2020 Incentive Award Plan	S-8	333-249069	9-25-2020	99.2	
99.1.1	Form of Option Agreement pursuant to 2020 Incentive Award Plan	S-1/A	333-248465	9-14-2020	10.3.1	
99.1.2	Form of Restricted Stock Unit Agreement pursuant to 2020 Incentive Award Plan	S-1/A	333-248465	9-14-2020	10.3.2	
99.1.3	Form of Time-Vesting Restricted Stock Unit Award Agreement (Founders) pursuant to 2020 Incentive Award Plan	S-8	333-249069	9-25-2020	99.2.3	
99.1.4	Form of Performance-Vesting Restricted Stock Unit Award Agreement (Founders) pursuant to 2020 Incentive Award Plan	S-8	333-249069	9-25-2020	99.2.4	
99.2	GoodRx Holdings, Inc. 2020 Employee Stock Purchase Plan	S-1/A	333-248465	9-14-2020	10.4	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, State of California, on this 11th day of March, 2021.

GOODRX HOLDINGS, INC.

By /s/ Karsten Voermann

Karsten Voermann
Chief Financial Officer

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of GoodRx Holdings, Inc., hereby severally constitute and appoint Douglas Hirsch, Trevor Bezdek and Karsten Voermann, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign this registration statement and any and all amendments (including post-effective amendments) to this registration statement and all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas Hirsch</u> Douglas Hirsch	Director and Co-Chief Executive Officer (Principal Executive Officer)	March 11, 2021
<u>/s/ Trevor Bezdek</u> Trevor Bezdek	Director and Co-Chief Executive Officer (Principal Executive Officer)	March 11, 2021
<u>/s/ Karsten Voermann</u> Karsten Voermann	Chief Financial Officer (Principal Financial And Accounting Officer)	March 11, 2021
<u>/s/ Christopher Adams</u> Christopher Adams	Director	March 11, 2021
<u>/s/ Julie Bradley</u> Julie Bradley	Director	March 11, 2021
<u>/s/ Dipanjan Deb</u> Dipanjan Deb	Director	March 11, 2021
<u>/s/ Adam Karol</u> Adam Karol	Director	March 11, 2021

<u>/s/ Jacqueline Kosecoff</u> Jacqueline Kosecoff	Director	March 11, 2021
<u>/s/ Stephen LeSieur</u> Stephen LeSieur	Director	March 11, 2021
<u>/s/ Gregory Mondre</u> Gregory Mondre	Director	March 11, 2021
<u>/s/ Agnes Rey-Giraud</u> Agnes Rey-Giraud	Director	March 11, 2021

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LATHAM & WATKINS LLP

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London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

March 11, 2021

GoodRx Holdings, Inc.
 2701 Olympic Boulevard
 Santa Monica, CA 90404

Re: Registration Statement on Form S-8 with respect to shares of Class A common stock of GoodRx Holdings, Inc.

Ladies and Gentlemen:

We have acted as special counsel to GoodRx Holdings, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement (the “**Registration Statement**”) on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance of up to 25,465,395 shares (the “**Shares**”) of Class A common stock of the Company, par value \$0.0001 per share (the “**Class A Common Stock**”), which may be issued pursuant to the Company’s 2020 Incentive Award Plan (the “**2020 Plan**”) and the Company’s 2020 Employee Stock Purchase Plan (the “**2020 ESPP**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or prospectuses forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the 2020 Plan and the 2020 ESPP, assuming in each case that the individual issuances, grants or awards under the 2020 Plan and the 2020 ESPP are duly authorized by all

March 11, 2021

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necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2020 Plan and the 2020 ESPP (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and such Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of GoodRx Holdings, Inc. of our report dated March 11, 2021 relating to the financial statements, which appears in GoodRx Holdings, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
March 11, 2021