

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Silver Lake Group, L.L.C.</u> (Last) (First) (Middle) <u>C/O SILVER LAKE</u> <u>2775 SAND HILL ROAD, SUITE 100</u> (Street) <u>MENLO PARK CA 94025</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/22/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	09/22/2020		A ⁽²⁾		3,030,303	A	\$33	3,030,303	I	Held through SLP Geology Aggregator, 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				
Redeemable Convertible Preferred Stock	(3)	09/25/2020		M ⁽³⁾			126,045,531	(3)	(3)	Class B Common Stock ⁽⁴⁾	126,045,531	(3)	0	I	Held through SLP Geology Aggregator, L.P. ⁽¹⁾
Class B Common Stock	(4)	09/25/2020		M ⁽³⁾		126,045,531		(4)	(4)	Class A Common Stock	126,045,531	(3)	126,045,531	I	Held through SLP Geology Aggregator, L.P. ⁽¹⁾

1. Name and Address of Reporting Person*
Silver Lake Group, L.L.C.
 (Last) (First) (Middle)
C/O SILVER LAKE
2775 SAND HILL ROAD, SUITE 100
 (Street)
MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SLTA V (GP), L.L.C.
 (Last) (First) (Middle)
C/O SILVER LAKE
2775 SAND HILL ROAD, SUITE 100
 (Street)
MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Silver Lake Technology Associates V, L.P.
 (Last) (First) (Middle)
C/O SILVER LAKE
2775 SAND HILL ROAD, SUITE 100

(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
SLP Geology GP, L.L.C.			
(Last)	(First)	(Middle)	
C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100			
(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
SLP Geology Aggregator, L.P.			
(Last)	(First)	(Middle)	
C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100			
(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Mondre Greg			
(Last)	(First)	(Middle)	
C/O SILVER LAKE, 55 HUDSON YARDS, 550 WEST 34TH STREET, 40TH FLOOR			
(Street)	NEW YORK	NY	10001
(City)	(State)	(Zip)	

Explanation of Responses:

1. Represents securities held by SLP Geology Aggregator, L.P. ("SLP Geology"). SLP Geology GP, L.L.C. ("SLP Geology GP") is the general partner of SLP Geology. Silver Lake Technology Associates V, L.P. ("SLTA V") is the managing member of SLP Geology GP. SLTA V (GP), L.L.C. ("SLTA V GP") is the general partner of SLTA V. Silver Lake Group, L.L.C. ("SLG") is the managing member of SLTA V GP. Mr. Greg Mondre serves as a member of the board of directors of GoodRx Holdings, Inc. (the "Issuer") and as a Co-CEO and Managing Partner of SLG. Each of SLP Geology, SLP Geology GP, SLTA V, SLTA V GP and SLG may be deemed to be a director by deputization of the Issuer.
2. Represents a purchase of Class A common stock, par value \$0.0001 per share ("Class A Common Stock") of the Issuer pursuant to a Purchase Agreement dated September 13, 2020, in a private placement from the Issuer.
3. Immediately prior to the closing of the initial public offering of the Issuer, all shares of Redeemable Convertible Preferred Stock of the Issuer were converted automatically into an equal number of shares of common stock, which common stock was reclassified into an equal number of shares of Class B common stock, par value \$0.0001 per share ("Class B Common Stock") of the Issuer immediately prior to the closing of the initial public offering of the Issuer.
4. Shares of Class B Common Stock of the Issuer are exchangeable at any time, at the option of the holder, into an equal number of shares of Class A Common Stock of the Issuer.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing for purposes of Section 16 of the Exchange Act or otherwise, or are subject to Section 16 of the Exchange Act, and each Reporting Person disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.

[By: /s/ Greg Mondre, Co-CEO and Managing Partner of Silver Lake Group, L.L.C.](#) 09/29/2020

[By: /s/ Greg Mondre, Co-CEO and Managing Partner of Silver Lake Group, L.L.C., managing member of SLTA V \(GP\), L.L.C.](#) 09/29/2020

[By: /s/ Greg Mondre, Co-CEO and Managing Partner of Silver Lake Group, L.L.C., managing member of SLTA V \(GP\), L.L.C., general partner of Silver Lake Technology Associates V, L.P.](#) 09/29/2020

[By: /s/ Greg Mondre, Co-CEO and Managing Partner of Silver Lake Group, L.L.C., managing member of SLTA V \(GP\), L.L.C., general partner of Silver Lake Technology Associates V, L.P., managing member of SLP Geology GP, L.L.C.](#) 09/29/2020

[By: /s/ Greg Mondre, Co-CEO and Managing Partner of Silver Lake Group, L.L.C., managing member of SLTA V \(GP\), L.L.C., GP of Silver Lake Technology Associates V, L.P., managing member of SLP Geology GP, L.L.C., GP of SLP Geology Aggregator, L.P.](#) 09/29/2020

[/s/ Greg Mondre](#) 09/29/2020

** Signature of Reporting Person

Date

* 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.