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	
OMB Number:	3235-0287
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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*
FRANCISCO PARTNERS IV, L.P.

(Last) (First) (Middle)
ONE LETTERMAN DRIVE, BUILDING C, SUITE 410

(Street)
SAN FRANCISCO CA 94129

(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)
08/19/2026

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)

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	08/19/2026		C[1]		4,995,903	A	[1]	4,995,903	I	By Francisco Partners IV, L.P.[2]
Class A Common Stock	08/19/2026		C[1]		2,504,097	A	[1]	2,504,097	I	By Francisco Partners IV-A, L.P.[2]
Class A Common Stock	08/19/2026		J[3]		3,596,648	D	$0.00	1,399,255	I	By Francisco Partners IV, L.P.[2]
Class A Common Stock	08/19/2026		J[4]		1,142,357	D	$0.00	1,361,740	I	By Francisco Partners IV-A, L.P.[2]
Class A Common Stock	08/19/2026		S		237,671	D	$3.5299[5]	1,161,584	I	By Francisco Partners IV, L.P.[2]
Class A Common Stock	08/19/2026		S		234,304	D	$3.5299[5]	1,127,436	I	By Francisco Partners IV-A, L.P.[2]
Class A Common Stock	08/20/2026		S		233,415	D	$3.5205[6]	928,169	I	By Francisco Partners IV, L.P.[2]
Class A Common Stock	08/20/2026		S		213,844	D	$3.5205[6]	913,592	I	By Francisco Partners IV-A, L.P.[2]
Class A Common Stock	08/21/2026		S		138,338	D	$3.4968[7]	789,831	I	By Francisco Partners IV, L.P.[2]

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	08/21/2026		S		136,379	D	$3.4968[7]	777,213	I	By Francisco Partners IV-A, L.P.[2]

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	(1)	08/19/2026		C			4,995,903	(1)	(1)	Class A Common Stock	4,995,903	(1)	35,023,391	I	By Francisco Partners IV, L.P.[2]
Class B Common Stock	(1)	08/19/2026		C			2,504,097	(1)	(1)	Class A Common Stock	2,504,097	(1)	17,554,793	I	By Francisco Partners IV-A, L.P.[2]

1. Name and Address of Reporting Person*

FRANCISCO PARTNERS IV, L.P.

(Last) (First) (Middle)

ONE LETTERMAN DRIVE, BUILDING C, SUITE 410

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

FRANCISCO PARTNERS IV-A, L.P.

(Last) (First) (Middle)

ONE LETTERMAN DRIVE, BUILDING C, SUITE 410

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Francisco Partners GP IV, L.P.

(Last) (First) (Middle)

ONE LETTERMAN DRIVE, BUILDING C, SUITE 410

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Francisco Partners GP IV Management Ltd

(Last) (First) (Middle)

ONE LETTERMAN DRIVE, BUILDING C, SUITE 410

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Francisco Partners Management, LP		
(Last)	(First)	(Middle)
ONE LETTERMAN DRIVE, BUILDING C, SUITE 410		
(Street)		
SAN FRANCISCO	CA	94129
(City)	(State)	(Zip)

Explanation of Responses:

1. Represents the conversion of Class B Common Stock ("Class B Shares") into shares of Class A Common Stock (the "Class A Shares") on a one-for-one basis.

2. Francisco Partners GP IV, L.P. is the general partner of each of Francisco Partners IV, L.P. and Francisco Partners IV-A, L.P. Francisco Partners GP IV Management Limited is the general partner of Francisco Partners GP IV, L.P. Francisco Partners Management, L.P. serves as the investment manager for each of Francisco Partners IV, L.P. and Francisco Partners IV-A, L.P. Voting and disposition decisions at Francisco Partners Management, L.P. with respect to the shares of Class B common stock held by Francisco Partners IV, L.P. and Francisco Partners IV-A, L.P. are made by an investment committee. Each of Francisco Partners Management, L.P., Francisco Partners GP IV Management Limited, and Francisco Partners GP IV, L.P. may be deemed to share voting and dispositive power over the shares of Class B common stock held, but disclaims beneficial ownership.

3. Francisco Partners IV, L.P. made a pro rata distribution of 3,596,648 shares of Class A Shares to its general partner and limited partners for no consideration on August 19, 2026.

4. Francisco Partners IV-A, L.P. made a pro rata distribution of 1,142,357 shares of Class A Shares to its general partner and limited partners for no consideration on August 19, 2026.

5. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions on 8/19/2026 at prices ranging from $3.465 to $3.59 per share, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions on 8/20/2026 at prices ranging from $3.465 to $3.59 per share, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions on 8/21/2026 at prices ranging from $3.445 to $3.565 per share, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Francisco Partners IV, L.P., By: Francisco Partners GP IV, L.P., its general partner, By: Francisco Partners GP IV Management Limited, its general partner, By: /s/ Steve Eisner, Name: Steve Eisner, Title: General Counsel	08/21/2026
Francisco Partners IV-A, L.P., By: Francisco Partners GP IV, L.P., its general partner, By: Francisco Partners GP IV Management Limited, its general partner, By: /s/ Steve Eisner, Name: Steve Eisner, Title: General Counsel	08/21/2026
Francisco Partners GP IV, L.P., By: Francisco Partners GP IV Management Limited, its general partner, By: /s/ Steve Eisner, Name: Steve Eisner, Title: General Counsel	08/21/2026
Francisco Partners GP IV Management Limited, By: /s/ Steve Eisner, Name: Steve Eisner, Title: General Counsel	08/21/2026
Francisco Partners Management, L.P., By: /s/ Steve Eisner, Name: Steve Eisner, Title: General Counsel	08/21/2026
** 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.