
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

GoodRx Holdings, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

(CUSIP Number)

Steve Eisner
One Letterman Drive, Building C - Suite 410
San Francisco, CA, 94129
(415) 418-2900

Kate Evers
One Letterman Drive, Building C - Suite 410
San Francisco, CA, 94129
(415) 418-2900

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

08/19/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

1

Name of reporting person

Francisco Partners IV, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2

☒ (a)

☐ (b)

3

SEC use only

4

Source of funds (See Instructions)

5

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6

☐

Citizenship or place of organization

7

CAYMAN ISLANDS

Sole Voting Power

8

0.00

Shared Voting Power

9

35,023,391.00

Sole Dispositive Power

10

0.00

Shared Dispositive Power

11

35,023,391.00

Aggregate amount beneficially owned by each reporting person

12

☐

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13

21.9 %

Percent of class represented by amount in Row (11)

14

Type of Reporting Person (See Instructions)

PN

Comment for Type of Reporting Person: Calculated assuming 159,759,385 shares of Class A Common Stock ("Class A Shares") outstanding, based upon 107,181,201 Class A Shares outstanding as of July 28, 2026 as reported on the Issuer's Form 10-Q filed on August 5, 2026 (the "10-Q"), as increased the 52,578,184 Class A Shares issuable upon conversion of an equivalent number of shares of Class B Common Stock ("Class B Shares"), held by the Reporting Persons.

SCHEDULE 13D

CUSIP No.

1

Name of reporting person

Francisco Partners IV-A, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2

☒ (a)

☐ (b)

3

SEC use only

4

Source of funds (See Instructions)

	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	CAYMAN ISLANDS
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8 17,554,793.00
Owned by	
Each	Sole Dispositive Power
Reporting	9 0.00
Person	
With:	Shared Dispositive Power
	10 17,554,793.00
	Aggregate amount beneficially owned by each reporting person
11	17,554,793.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	11.0 %
	Type of Reporting Person (See Instructions)
14	PN
Comment for Type of Reporting Person:	Calculated assuming 159,759,385 Class A Shares outstanding, based upon 107,181,201 Class A Shares outstanding as of July 28, 2026 as reported on the Issuer's Form 10-Q filed on August 5, 2026 (the "10-Q"), as increased the 52,578,184 Class A Shares issuable upon conversion of an equivalent number of Class B Shares, held by the Reporting Persons.

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Francisco Partners GP IV, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	☒ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	CAYMAN ISLANDS
Number of	7 Sole Voting Power

Shares Beneficially Owned by Each Reporting Person With:	0.00
	Shared Voting Power
8	
	52,578,184.00
	Sole Dispositive Power
9	
	0.00
	Shared Dispositive Power
10	
	52,578,184.00
	Aggregate amount beneficially owned by each reporting person
11	
	52,578,184.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	
	☐
	Percent of class represented by amount in Row (11)
13	
	32.9 %
	Type of Reporting Person (See Instructions)
14	
	PN
Comment for Type of Reporting Person:	Calculated assuming 159,759,385 Class A Shares outstanding, based upon 107,181,201 Class A Shares outstanding as of July 28, 2026 as reported on the Issuer's Form 10-Q filed on August 5, 2026 (the "10-Q"), as increased the 52,578,184 Class A Shares issuable upon conversion of an equivalent number of Class B Shares, held by the Reporting Persons.

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	
	Francisco Partners GP IV Management Limited
	Check the appropriate box if a member of a Group (See Instructions)
2	
	☒ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	
	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	
	☐
	Citizenship or place of organization
6	
	CAYMAN ISLANDS
Number of Shares Beneficially Owned by Each Reporting Person With:	Sole Voting Power
7	
	0.00
	Shared Voting Power
8	
	52,578,184.00
	Sole Dispositive Power
9	
	0.00
	10 Shared Dispositive Power

	52,578,184.00
	Aggregate amount beneficially owned by each reporting person
11	52,578,184.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	32.9 %
14	Type of Reporting Person (See Instructions)
	CO
Comment for Type of Reporting Person:	Calculated assuming 159,759,385 Class A Shares outstanding, based upon 107,181,201 Class A Shares outstanding as of July 28, 2026 as reported on the Issuer's Form 10-Q filed on August 5, 2026 (the "10-Q"), as increased the 52,578,184 Class A Shares issuable upon conversion of an equivalent number of Class B Shares, held by the Reporting Persons.

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Francisco Partners Management, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	☒ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
8	52,578,184.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	52,578,184.00
	Aggregate amount beneficially owned by each reporting person
11	52,578,184.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)

32.9 %

Type of Reporting Person (See Instructions)

14

PN

Comment for Type of Reporting Person: Calculated assuming 159,759,385 Class A Shares outstanding, based upon 107,181,201 Class A Shares outstanding as of July 28, 2026 as reported on the Issuer's Form 10-Q filed on August 5, 2026 (the "10-Q"), as increased the 52,578,184 Class A Shares issuable upon conversion of an equivalent number of Class B Shares, held by the Reporting Persons.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Class A Common Stock

Name of Issuer:

(b)

GoodRx Holdings, Inc.

Address of Issuer's Principal Executive Offices:

(c)

2701 OLYMPIC BOULEVARD, SANTA MONICA, CALIFORNIA , 90404.

Item 1 Comment: This Amendment No. 3 ("Amendment No. 3") is being filed by the undersigned to amend the Schedule 13D filed with the SEC on June 1, 2021, as amended by Amendment No. 1, filed with the SEC on March 8, 2024, as amended by Amendment No. 2, filed with the SEC on February 18, 2025 (the "Original 13D" and, as amended by Amendment No. 3, the "Schedule 13D") relating to shares of common stock (the "Common Stock"), of GoodRx Holdings, Inc., a Delaware corporation (the "Issuer"), whose principal executive office is located at 2701 Olympic Boulevard, Santa Monica, California 90404. Except as set forth herein, the Original 13D is unmodified and remains in full force and effect. Capitalized terms used herein and not otherwise defined in this Amendment No. 1 and Amendment No. 2 have the meanings set forth in the Original 13D.

Item 4. Purpose of Transaction

Item 4 of the Original 13D is hereby amended to include the following at the end thereof: On August 20, 2026, Francisco Partners IV, L.P. and Francisco Partners IV-A, L.P. converted 4,995,903 and 2,504,097 Class B Shares to Class A Shares and distributed in kind 3,596,648 and 1,142,357 Class A Shares, respectively, to their respective general partner and limited partners, and each such general partner in turn distributed such Class A Shares to its ultimate direct or indirect partners (such distributing entity the "FP Entities" and the "August 2026 Francisco Partners Distribution"), in each case, pro rata and for no consideration. In addition, on such date, the remaining 2,743,043 Class A Shares received upon such conversion were sold by the FP Entities for an aggregate consideration of \$9,678,731.4997, which proceeds were distributed to their respective partners.

Item 5. Interest in Securities of the Issuer

(a)

Item 5(a) of the Schedule 13D is hereby amended and restated as follows: The information set forth on lines 11 and 13 of each cover page hereto is incorporated by reference into this Item 5(a). The following sets forth, as of the date of this Schedule 13D, the aggregate number of Class A Shares and percentage of Class A Shares beneficially owned by each of the Reporting Persons (assuming conversion of the Class B Shares held by the Reporting Persons), assuming 159,759,385 Class A Shares outstanding, based upon 107,181,201 Class A Shares outstanding as of July 28, 2026 as reported on the 10-Q, as increased by 52,578,184 Class B Shares held by the Reporting Persons following the August 2026 Francisco Partners Distribution. Shared Sole power Shared Sole power power to to dispose power to Amount to vote or vote or to or to direct dispose or to beneficially Percent to direct direct the the direct the Reporting Person owned of class the vote vote disposition disposition Francisco Partners IV, L.P. 35,023,391 21.9% 0 35,023,391 0 35,023,391 Francisco Partners IV-A, L.P. 17,554,793 11.0% 0 17,554,793 0 17,554,793 Francisco Partners GP IV, L.P. 52,578,184 32.9% 0 52,578,184 0 52,578,184 Francisco Partners GP IV Management Limited 52,578,184 32.9% 0 52,578,184 0 52,578,184 Francisco Partners Management, L.P. 52,578,184 32.9% 0 52,578,184 0 52,578,184 Francisco Partners IV, L.P. is the record holder of 35,023,391 Class B Shares. Francisco Partners IV-A, L.P. is the record holder of 17,554,793 Class B Shares. The Class B Shares are convertible to Class A Shares on a one-to-one basis. 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 Class B Shares held, but disclaims beneficial ownership. In addition, as discussed in

Item 2 above, by virtue of the agreements made pursuant to the Stockholders Agreement, the Stockholders acknowledge and agree that they are acting as a group for purposes of Rule 13d-3 under the Exchange Act. Shares beneficially owned by the other Stockholders are not the subject of this Schedule 13D and accordingly, none of the other Stockholders are included as reporting persons herein.

- (b) Item 5(b) of the Schedule 13D is hereby amended and restated as follows: The information set forth on lines 7-10 of each cover page hereto and in Item 5(a) hereof is incorporated by reference into this Item 5(b).
- (c) Except for the August 2026 Francisco Partners Distribution and sales disclosed in Item 4, the reporting persons have not effected any transactions with respect to the Class A Shares within the prior 60 days.
- Item 7. Material to be Filed as Exhibits.
Joint Filing Agreement, incorporated by reference to Exhibit 1 to the Original 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Francisco Partners IV, L.P.

Signature: By: Francisco Partners GP IV, L.P., its general partner/By: Francisco Partners GP IV Management Limited, its general partner, /s/ Steve Eisner
Name/Title: Steve Eisner/General Counsel
Date: 08/26/2026

Francisco Partners IV-A, L.P.

Signature: By: Francisco Partners GP IV, L.P., its general partner/By: Francisco Partners GP IV Management Limited, its general partner, /s/ Steve Eisner
Name/Title: Steve Eisner/General Counsel
Date: 08/26/2026

Francisco Partners GP IV, L.P.

Signature: By: Francisco Partners GP IV Management Limited, its general partner, /s/ Steve Eisner
Name/Title: Steve Eisner/General Counsel
Date: 08/26/2026

Francisco Partners GP IV Management Limited

Signature: /s/ Steve Eisner
Name/Title: Steve Eisner/General Counsel
Date: 08/26/2026

Francisco Partners Management, L.P.

Signature: /s/ Steve Eisner
Name/Title: Steve Eisner/General Counsel
Date: 08/26/2026