

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Hirsch Douglas Joseph</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;"><b>Co-CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2020</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			
Class A Common Stock	12/07/2020		C		130,968	A	\$0.00	130,968	D	

**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
Restricted Stock Unit	(1)	12/01/2020		M			256,594	(2)	(2)	Class B Common Stock	256,594	\$0.00	3,848,917	D	
Class B Common Stock	(3)	12/01/2020		M		256,594		(3)	(3)	Class A Common Stock	256,594	\$0.00	256,594	D	
Class B Common Stock	(3)	12/02/2020		F		125,626		(3)	(3)	Class A Common Stock	125,626	\$36.81	130,968	D	
Class B Common Stock	(3)	12/07/2020		C		130,968		(3)	(3)	Class A Common Stock	130,968	\$0.00	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 unit vests in 16 equal quarterly installments commencing on September 1, 2020.
- 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 Douglas Hirsch 12/07/2020

\*\* 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.

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