
**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 (855) 268-2822**
(Address, including zip code and telephone number, including area 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
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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.

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 26,701,583 shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), of GoodRx Holdings, Inc. (the “Registrant”), issuable under the following employee benefit plans for which registration statements of the Registrant on Form S-8 ([File No. 333-249069](#)) and Form S-8 ([File No. 333-254184](#)) are 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 statements are 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	
107.1	Filing Fee Table					X

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 28th day of February, 2022.

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)	February 28, 2022
<u>/s/ Trevor Bezdek</u> Trevor Bezdek	Director and Co-Chief Executive Officer (Principal Executive Officer)	February 28, 2022
<u>/s/ Karsten Voermann</u> Karsten Voermann	Chief Financial Officer (Principal Financial And Accounting Officer)	February 28, 2022
<u>/s/ Christopher Adams</u> Christopher Adams	Director	February 28, 2022
<u>/s/ Julie Bradley</u> Julie Bradley	Director	February 28, 2022
<u>/s/ Dipanjan Deb</u> Dipanjan Deb	Director	February 28, 2022
<u>/s/ Adam Karol</u> Adam Karol	Director	February 28, 2022

<u>/s/ Jacqueline Kosecoff</u> Jacqueline Kosecoff	Director	February 28, 2022
<u>/s/ Stephen LeSieur</u> Stephen LeSieur	Director	February 28, 2022
<u>/s/ Gregory Mondre</u> Gregory Mondre	Director	February 28, 2022
<u>/s/ Agnes Rey-Giraud</u> Agnes Rey-Giraud	Director	February 28, 2022

1271 Avenue of the Americas
 New York, New York 10020-1401
 Tel: +1.212.906.1200 Fax: +1.212.751.4864
 www.lw.com

LATHAM & WATKINS LLP

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Madrid	Washington, D.C.
Milan	

February 28, 2022

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.

To the addressees set forth above:

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 26,701,583 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

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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 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.

Sincerely,

/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 February 28, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in GoodRx Holdings, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
February 28, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)GoodRx Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	26,701,583 (2)	\$24.59 (3)	\$656,591,925.97	\$92.70 per \$1,000,000	\$60,866.07
Total Offering Amounts						\$656,591,925.97	\$60,866.07
Total Fee Offsets (4)							\$—
Net Fee Due							\$60,866.07

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 26,701,583 shares of Class A Common Stock, par value \$0.0001 per share (the “Class A Common Stock”), of GoodRx Holdings, Inc. (the “Registrant”) that became issuable under the Registrant’s 2020 Incentive Award Plan (as amended, the “2020 Plan”) and the Registrant’s 2020 Employee Stock Purchase Plan (as amended, the “2020 ESPP”) on January 1, 2022.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant’s Class A common stock as reported on The Nasdaq Stock Market LLC on February 23, 2022.
- (4) The Registrant does not have any fee offsets.