
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)

GeneDx Holdings, Corp.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

81663L101

(CUSIP Number)

Steven D. Rubin
Executive Vice President - Administration
OPKO Health, Inc.
4400 Biscayne Boulevard
Miami, Florida 33137
Telephone: (305) 575-4100

(Name, address and telephone number of person authorized to receive notices and communications)

April 12, 2023

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for 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*).

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSONS OPKO Health, Inc. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input checked="" type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 117,433,862 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 117,433,862 |
| | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,433,862 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.3% | |
| 14 | TYPE OF REPORTING PERSON CO | |

¹⁾ Based on 820,587,518 shares of GeneDx Common Stock (as defined herein) of the Issuer (as defined herein) outstanding on April 17, 2023 as set forth in the Issuer's Form 8-K filed with the SEC (as defined herein) on April 17, 2023.

EXPLANATORY NOTE

This Amendment No. 2 (the "Amendment") to Schedule 13D is being filed with the Securities and Exchange Commission (the "SEC") on behalf of OPKO Health, Inc., a Delaware corporation ("OPKO") and relates to the Class A common stock, par value \$0.0001 per share ("GeneDx Common Stock"), of GeneDx Holdings Corp., a Delaware corporation ("GeneDx" or the "Issuer") and amends and supplements the initial statement on Schedule 13D filed by OPKO with the SEC on May 9, 2022, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on February 3, 2023 (the "Schedule 13D"). Capitalized terms used but not defined in this Amendment No. 1 shall have the same meanings ascribed to them in the Schedule 13D.

ITEM 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended by adding the following paragraph to the end of the item:

On April 12, 2023, pursuant to section Section 2.7(b) of the Agreement and Plan of Merger and Reorganization, dated January 14, 2022 (as amended, the "Agreement"), by and among GeneDx (f/k/a Sema4 Holdings Corp.), Orion Merger Sub I, Inc., Orion Merger Sub II, LLC, GeneDx, Inc., GeneDx Holding 2, Inc., and OPKO, OPKO received 23,148,148 shares of GeneDx Common Stock associated with Milestone Event #1 as defined in the Agreement.

ITEM 4. Purpose of Transaction.

Item 4 is amended by adding the following paragraph to the end of the item:

On April 12, 2023, pursuant to section Section 2.7(b) of the Agreement, by and among GeneDx, Orion Merger Sub I, Inc., Orion Merger Sub II, LLC, GeneDx, Inc., GeneDx Holding 2, Inc., and OPKO, OPKO received 23,148,148 shares of GeneDx Common Stock associated with Milestone Event #1 as defined in the Agreement.

ITEM 5. Interest in Securities of the Issuer.

Item 5 is deleted in its entirety and replaced with the following text:

(a) The Company's beneficial ownership of GeneDx Common Stock is as set forth in the table below:

| <u>Name and Title of Beneficial Owner</u> | <u>Number of Outstanding Shares Beneficially Owned</u> | <u>Percentage of Outstanding Common Shares ⁽¹⁾</u> |
|---|--|---|
| OPKO Health, Inc. | 117,433,862 | 14.3% |

⁽¹⁾ Based on 820,587,518 shares of GeneDx Common Stock (as defined herein) of the Issuer (as defined herein) to be outstanding on April 17, 2023 as set forth in the Issuer's Form 8-K filed with the SEC (as defined herein) on April 17, 2023.

- (b) Items 7-10, inclusive, set forth on the cover page to this Amendment are hereby incorporated by reference in this Item 5.
- (c) The information contained in Item 3 of this Amendment is incorporated by reference in this Item 5. Except as stated herein, OPKO has not effected any transactions in the shares of GeneDx Common Stock within the last 60 days.
- (d) Except as described herein, no other person is known by OPKO to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of the Issuer beneficially owned by them.
- (e) Not applicable.

SIGNATURES

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.

OPKO Health, Inc.

Date: April 20, 2023

By: /s/ Steven D. Rubin
Name: Steven D. Rubin
Title: Executive Vice President-Administration