

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF CONNECTICUT**

_____, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

GENEDX HOLDINGS CORP., KATHERINE
STUELAND, and KEVIN FEELEY,

Defendants.

Case No.

**CLASS ACTION COMPLAINT FOR
VIOLATIONS OF THE FEDERAL
SECURITIES LAWS**

DEMAND FOR JURY TRIAL

LAW OFFICES OF HOWARD G. SMITH

Plaintiff _____ (“Plaintiff”), individually and on behalf of all others similarly situated, by and through his attorneys, alleges the following upon information and belief, except as to those allegations concerning Plaintiff, which are alleged upon personal knowledge. Plaintiff’s information and belief is based upon, among other things, his counsel’s investigation, which includes without limitation: (a) review and analysis of regulatory filings made by GeneDx Holdings Corp. (“GeneDx” or the “Company”) with the United States (“U.S.”) Securities and Exchange Commission (“SEC”); (b) review and analysis of press releases and media reports issued by and disseminated by GeneDx; and (c) review of other publicly available information concerning GeneDx.

NATURE OF THE ACTION AND OVERVIEW

1. This is a class action on behalf of persons and entities that purchased or otherwise acquired GeneDx securities between July 29, 2025 and May 4, 2026, inclusive (the “Class Period”). Plaintiff pursues claims against the Defendants under the Securities Exchange Act of 1934 (the “Exchange Act”).

2. GeneDx is a genomics company which provides genetic testing services. The Company’s genetic testing services include exome and genome sequencing. Exome testing analyzes the protein-coding regions of the genome. Genome Testing analyzes the entire genome. The Company reports revenue for exome and genome testing jointly.

3. On May 7, 2025, the Company announced the completion of the acquisition of Fabric Genomics, a purported “pioneer in AI-powered genomic interpretation.” The Company touted that the “combination of GeneDx’s industry leading exome and genome testing and unmatched rare disease data asset with Fabric Genomics’ advanced AI interpretation services establishes a new ecosystem for genomic diagnostics.”

4. On May 4, 2026, after market hours, GeneDx issued a press release, announcing first quarter 2026 financial results, revealing revenue of \$102.3 million, adjusted earnings per share of -\$0.28, and a ***\$57.5 million loss from operations.***¹ The Company also announced a ***\$31.3 million write-down*** related to the goodwill and intangible assets of its Fabric Genomics reporting unit, and lowered its 2026 revenue guidance by approximately \$65 million at the midpoint.

5. In the accompanying earnings call held the same day, GeneDx's Chief Executive Officer, Katherine Stueland ("Stueland"), revealed the Company had "***lower-than-expected blended average reimbursement rate for exome and genome***" and "softer-than-expected performance from [its] noncore business lines" including Fabric Genomics. Moreover, the Company's Chief Financial Officer, Kevin Feeley, revealed that the annual recurring revenue ("ARR") of genome tests is "***about half that of exome due to the relative maturity of payer coverage.***"

6. In the concurrently filed 10-Q for the period ended March 31, 2026, filed with the SEC on the same date, the Company revealed its \$31.3 million write-down related to the goodwill and intangible assets of its Fabric Genomics was "***primarily due to a downward revision of forecasted cash flows driven by changes in commercial strategy and go-to-market execution, and lower revenue and profitability expectations.***"

7. On this news, GeneDx's stock price fell \$33.42, or 49.2%, to close at \$34.51 per share on May 5, 2026, on unusually heavy trading volume.

8. Throughout the Class Period, Defendants made materially false and/or misleading statements, as well as failed to disclose material adverse facts about the Company's business,

¹ Unless otherwise stated, all emphasis in bold and italics hereinafter is added, and all footnotes are omitted.

operations, and prospects. Specifically, Defendants failed to disclose to investors: (1) the Company was experiencing a significant financial impact of the mix shift toward genome (vs. exome) testing, as genome testing had payor reimbursement rates about half that of exome testing; (2) the Company was experiencing integration issues and/or issues with commercial strategy and go-to-market execution for its recently Fabric Genomics acquisition; and (3) that, as a result of the foregoing, Defendants' positive statements about the Company's business, operations, and prospects were materially misleading and/or lacked a reasonable basis.

9. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

JURISDICTION AND VENUE

10. The claims asserted herein arise under Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

11. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331 and Section 27 of the Exchange Act (15 U.S.C. § 78aa).

12. Venue is proper in this Judicial District pursuant to 28 U.S.C. § 1391(b) and Section 27 of the Exchange Act (15 U.S.C. § 78aa(c)). Substantial acts in furtherance of the alleged fraud or the effects of the fraud have occurred in this Judicial District. Many of the acts charged herein, including the dissemination of materially false and/or misleading information, occurred in substantial part in this Judicial District. In addition, the Company's principal executive offices are in this District.

13. In connection with the acts, transactions, and conduct alleged herein, Defendants directly and indirectly used the means and instrumentalities of interstate commerce, including the

United States mail, interstate telephone communications, and the facilities of a national securities exchange.

PARTIES

14. Plaintiff _____, as set forth in the accompanying certification, incorporated by reference herein, purchased GeneDx securities during the Class Period, and suffered damages as a result of the federal securities law violations and false and/or misleading statements and/or material omissions alleged herein.

15. Defendant GeneDx is incorporated under the laws of Delaware with its principal executive offices located in Stamford, Connecticut. GeneDx's class A common stock trade on the NASDAQ exchange under the symbol "WGS."

16. Defendant Katherine Stueland ("Stueland") was the Company's Chief Executive Officer ("CEO") at all relevant times.

17. Defendant Kevin Feeley ("Feeley") was the Company's Chief Financial Officer ("CFO") at all relevant times.

18. Defendants Stueland and Feeley (together, the "Individual Defendants"), because of their positions with the Company, possessed the power and authority to control the contents of the Company's reports to the SEC, press releases and presentations to securities analysts, money and portfolio managers and institutional investors, i.e., the market. The Individual Defendants were provided with copies of the Company's reports and press releases alleged herein to be misleading prior to, or shortly after, their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions and access to material non-public information available to them, the Individual Defendants knew that the adverse facts specified herein had not been disclosed to, and were being concealed from, the public, and that the

positive representations which were being made were then materially false and/or misleading. The Individual Defendants are liable for the false statements pleaded herein.

SUBSTANTIVE ALLEGATIONS

Background

19. GeneDx is a genomics company which provides genetic testing services. The Company's genetic testing services include exome and genome sequencing. Exome testing analyzes the protein-coding regions of the genome. Genome Testing analyzes the entire genome. The Company reports revenue for exome and genome testing jointly.

20. On May 7, 2025, the Company announced the completion of the acquisition of Fabric Genomics, a purported "pioneer in AI-powered genomic interpretation." The Company touted that the "combination of GeneDx's industry leading exome and genome testing and unmatched rare disease data asset with Fabric Genomics' advanced AI interpretation services establishes a new ecosystem for genomic diagnostics."

Materially False and Misleading

Statements Issued During the Class Period

21. The Class Period begins on July 29, 2025. On that day, GeneDx issued a press release announcing results for the quarter ended June 30, 2025. The press release touted the Company's financial results, including the Company's whole exome and whole genome volume, reported on a combined basis. The press release further touted that the Company "***[a]cquired Fabric Genomics, enabling a hybrid centralized and decentralized model for delivering genomic insights globally.***" Specifically, the press release stated as follows, in relevant part:

"Crossing the \$100 million revenue mark and delivering our fourth consecutive profitable quarter is a major milestone for GeneDx, putting us on a path for more growth at scale and enabling us to reach more patients while reducing unnecessary spend across the global healthcare system," said Katherine Stueland, CEO of GeneDx. "Our strong second quarter performance was driven by our core business,

underscoring its strength and resilience. These results, coupled with the ever-expanding opportunities ahead, including general pediatrics, demonstrate that we're just beginning to deliver on the promise of how our technology can fundamentally change the way genomics can inform healthcare, shifting from reactive to proactive care.”

* * *

Second Quarter 2025 Financial Results (Unaudited)

Revenues

- Revenues grew to \$102.7 million, an increase of 49% year-over-year.
- Exome and genome test revenue grew to \$85.9 million, an increase of 69% year-over-year.

Exome and genome volume

- Exome and genome test results volume grew to 23,102, an increase of 28% year-over-year.
- Exome and genome represented 41% of all tests, up from 31% in the second quarter of 2024.

Gross margin

- Adjusted gross margin expanded to 71%, up from 62% in the second quarter of 2024.
- Total GAAP gross margin was 69%.

Operating expenses

- Adjusted total operating expenses were \$57.8 million, representing 56% of revenue in the second quarter of 2025, compared to 65% of revenue in the second quarter of 2024.
- Total GAAP operating expenses were \$61.9 million.

Net Income

- Adjusted net income was \$15.0 million compared to an adjusted net loss of \$2.0 million in the second quarter of 2024.
- GAAP net income was \$10.8 million.

* * *

Innovation & Clinical Leadership

• Acquired Fabric Genomics, enabling a hybrid centralized and decentralized model for delivering genomic insights globally.

• Published SeqFirst study in the *Journal of Pediatrics*, showing rapid genomic testing reduced time to diagnosis from about 10 months to 13 days.

• Published data in the *American Journal of Medical Genetics* underscoring GeneDx's leadership in leveraging artificial intelligence (AI) to increase diagnostic yield and improve healthcare for patients with genetic conditions.

	*		*		*
	2Q25	1Q25	4Q24	3Q24	2Q24
Volumes					
Whole exome, whole genome	23,102	20,562	20,676	19,262	18,017
Hereditary cancer	2,677	2,725	3,486	4,672	5,482
Other panels	29,894	28,228	30,115	35,095	34,204
Total	55,673	51,515	54,277	59,029	57,703
Revenue (\$ millions)					
Whole exome, whole genome	\$ 85.9	\$ 71.4	\$ 78.8	\$ 60.0	\$ 50.7
Hereditary cancer	1.8	2.2	2.8	3.3	3.8
Other panels	12.1	12.1	12.3	13.8	13.3
Data information	2.0	1.4	1.4	(0.5)	1.1
Fabric Genomics	0.9	—	—	—	—
Total	\$ 102.7	\$ 87.1	\$ 95.3	\$ 76.6	\$ 68.9

22. On July 29, 2025, the Company submitted its quarterly report for the period ended June 30, 2025 on a Form 10-Q filed with the SEC, affirming the previously reported financial results, and further reporting the factors driving revenue, as well as goodwill and intangible assets, including that “*the acquisition of Fabric Genomics resulted in the recognition of \$12.9 million of goodwill as of the Merger Date.*” The report also purported to describe the “Factors Affecting [Company] Performance” including total test volume with a combined genome and exome testing economics, as follows in relevant part:

Revenue

Total revenue increased by \$32.2 million, or 46%, to \$102.7 million for the three months ended June 30, 2025, from \$70.5 million for the three months ended June 30, 2024.

Diagnostic test revenue increased by \$30.4 million, or 44%, to \$99.8 million for the three months ended June 30, 2025, from \$69.4 million for the three months ended June 30, 2024. The increase primarily reflected an increase of 69% in whole exome and genome sequencing revenues driven by a 28% increase in test volumes.

Other revenue increased by \$1.8 million or 167%, to \$2.9 million for the three months ended June 30, 2025, from \$1.1 million for the three months ended June 30, 2024. The increase reflects \$0.9 million of revenue from the recently acquired Fabric Genomics operating segment and the continued expansion of data and bio pharma programs.

Goodwill and Intangible Assets

The following table reflects, as of June 30, 2025, the carrying values and remaining useful lives of acquired intangible assets:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Weighted-Average Amortization Period (in years)
Tradenames and trademarks	\$ 54,500	\$ (9,946)	\$ 44,554	13.0
Developed technology	62,900	(19,276)	43,624	6.2
Customer relationships	104,100	(15,589)	88,511	16.6
Total intangible assets	\$ 221,500	\$ (44,811)	\$ 176,689	13.1

* * *

Test Volume

A test is resulted once the appropriate workflow is completed and details are provided to the ordered patients or healthcare professional for reviews, which corresponds to the timing of our revenue recognition. We believe the number of resulted tests in any period is important and useful to our investors because it directly correlates with long-term patient relationships and the size of our genomic database.

We believe the number of resulted exome and genome tests in any period is important and useful to investors because it directly correlates with long-term patient relationships and the size of our genomic database. During the three months ended June 30, 2025, we resulted 23,102 exome and genome tests, which represented 41% of all test results, compared to the three months ended June 30, 2024, in which we resulted approximately 18,017 exome and genome tests, which represented 31% of all test results. During the six months ended June 30, 2025, we resulted 43,664 exome and genome tests, which represented 41% of all test results, compared to the six months ended June 30, 2024, in which we resulted approximately 34,609 exome and genome tests, which represented 31% of all test results.

23. On October 28, 2025, GeneDx issued a press release announcing the Company's results for the quarter ended September 30, 2025. The press release touted the Company's financial results, including the Company's whole exome and whole genome volume, reported on a combined basis. The press release further touted the Company's purported "AI and machine learning approaches in rare disease diagnosis." Specifically, the press release stated as follows, in relevant part:

Third Quarter 2025 Financial Results (Unaudited)

Revenues

- Revenues grew to \$116.7 million, an increase of 52% year-over-year.

•Exome and genome test revenue grew to \$98.9 million, an increase of 65% year-over-year.

Exome and genome volume

•Exome and genome test results volume grew to 25,702, an increase of 33% year-over-year.

•Exome and genome represented 43% of all tests, up from 33% in the third quarter of 2024.

Gross margin

•Adjusted gross margin expanded to 74%, up from 64% in the third quarter of 2024.

◦GAAP gross margin was 72%.

Operating expenses

•Adjusted total operating expenses were \$71.2 million, representing 61% of revenue in the third quarter of 2025, compared to 62% of revenue in the third quarter of 2024.

◦GAAP operating expenses were \$87.8 million.

Net Income

•Adjusted net income was \$14.7 million compared to \$2.0 million in the third quarter of 2024.

◦GAAP net loss was \$7.6 million.

* * *

Added to the company’s 1,000+ publications and growing by showcasing pioneering research at the American Society of Human Genetics (ASHG) Annual Meeting including:

◦***AI and machine learning approaches in rare disease diagnosis: In a study of over 250,000 exome and genome trios, GeneDx’s machine learning approach addresses challenges of identifying de novo variants with high accuracy and throughput, enabling greater efficiency and scalability.***

* * *

	3Q25	2Q25	1Q25	4Q24	3Q24
Volumes					
Whole exome, whole genome	25,702	23,246	20,562	20,676	19,262
Hereditary cancer	1,511	2,677	2,725	3,486	4,672
Other panels	33,003	31,833	28,228	30,115	35,095
Total	60,216	57,756	51,515	54,277	59,029
Revenue (\$ millions)					
Whole exome, whole genome	\$ 98.9	\$ 86.0	\$ 71.4	\$ 78.8	\$ 60.0
Hereditary cancer	1.2	1.8	2.2	2.8	3.3
Other panels	13.4	12.3	12.1	12.3	13.8
Data information	1.5	2.0	1.4	1.4	(0.5)
Software and interpretation services	1.7	0.6	—	—	—
Total	\$ 116.7	\$ 102.7	\$ 87.1	\$ 95.3	\$ 76.6

24. On October 28, 2025, the Company submitted its quarterly report for the period ended September 30, 2025 on a Form 10-Q filed with the SEC, affirming the previously reported financial results, and further reporting the factors driving revenue, as well as goodwill and intangible assets. The report also purported to describe the “Factors Affecting [Company] Performance” including total test volume with a combined genome and exome testing economics, as follows in relevant part:

Revenue

Total revenue increased by \$39.9 million, or 52%, to \$116.7 million for the three months ended September 30, 2025, from \$76.9 million for the three months ended September 30, 2024.

Diagnostic test revenue increased by \$36.1 million, or 47%, to \$113.5 million for the three months ended September 30, 2025, from \$77.4 million for the three months ended September 30, 2024. The increase primarily reflected an increase of 65% in whole exome and genome sequencing revenues driven by a 33% increase in test volumes and improvements in exome and genome average reimbursement rates.

Other revenue increased by \$3.8 million, to \$3.2 million for the three months ended September 30, 2025. The increase primarily reflects \$1.7 million of revenue from the recently acquired Fabric Genomics operating segment and the continued expansion of data and bio pharma programs. In addition, the prior year period included a negative adjustment in partnership revenues from our data business.

* * *

Goodwill and Intangible Assets

The following table reflects, as of September 30, 2025, the carrying values and remaining useful lives of acquired intangible assets:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Weighted-Average Amortization Period (in years)
Tradenames and trademarks	\$ 54,500	\$ (10,802)	\$ 43,698	12.8
Developed technology	62,900	(21,190)	41,710	6.0
Customer relationships	104,100	(16,923)	87,177	16.4
Total intangible assets	\$ 221,500	\$ (48,915)	\$ 172,585	13.0

* * *

Test Volume

A test is resulted once the appropriate workflow is completed and details are provided to the ordered patients or healthcare professional for reviews, which corresponds to the timing of our revenue recognition. We believe the number of resulted tests in any period is important and useful to our investors because it directly correlates with long-term patient relationships and the size of our genomic database.

We believe the number of resulted exome and genome tests in any period is important and useful to investors because it directly correlates with long-term patient relationships and the size of our genomic database. During the three months ended September 30, 2025, we resulted 25,702 exome and genome tests, which represented 43% of all test results, compared to the three months ended September 30, 2024, in which we resulted approximately 19,262 exome and genome tests, which represented 33% of all test results. During the nine months ended September 30, 2025, we resulted 69,510 exome and genome tests, which represented 41% of all test results, compared to the nine months ended September 30, 2024, in which we resulted approximately 53,871 exome and genome tests, which represented 31% of all test results.

25. On January 12, 2026, GeneDx issued a press release announcing select results for the fourth quarter and the year ended 2025. The press release touted the Company's financial results, including the Company's whole exome and whole genome volume, reported on a combined basis. Specifically, the press release stated as follows, in relevant part:

Revenues

- Revenues of approximately \$427 million for full year 2025, an increase of 41% year-over-year (previously raised guidance was \$425 to \$428 million)
- Revenues of approximately \$121 million in the fourth quarter 2025, an increase of 27% year-over-year
- Exome and genome revenues of approximately \$360 million for full year 2025, an increase of 54% year-over-year (58% excluding a one-time 2024 benefit) (previously raised guidance was 53% to 55%)
- Exome and genome revenues of approximately \$104 million in the fourth quarter 2025, an increase of 32% year-over-year (43% excluding a one-time 2024 benefit)

Exome and genome volume

- Exome and genome test result volume of 97,271 for full year 2025, an increase of 30.5% year-over-year (guidance was at least 30% growth)
- Exome and genome test result volume of 27,761 in the fourth quarter, an increase of 34.3% year-over-year

Gross Margin

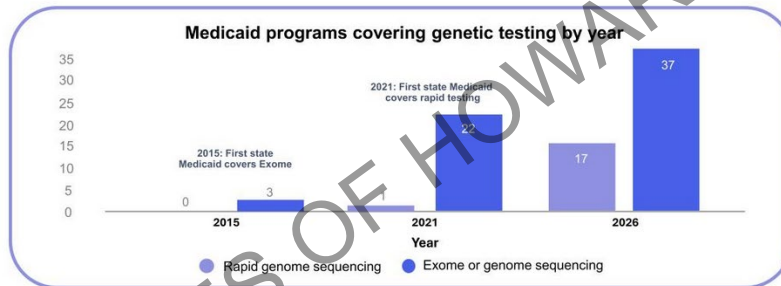
- Full year 2025 GAAP and adjusted gross margin of approximately 70% and 71%, respectively (previously raised guidance was adjusted gross margin of 70% to 71%)

•Fourth quarter GAAP and adjusted gross margin of approximately 70% and 71%, respectively, compared to adjusted gross margin of 70% in the fourth quarter of 2024

26. On January 12, 2026, the Company published a copy of the investor presentation to be used at the 44th Annual J.P. Morgan Healthcare Conference event. The presentation touted that the Company’s “*payor coverage for exome and genome sequencing is expanding*” collectively, and further touted the Company’s purported “*AI strategy*” to “*accelerate[] the flywheel effect of our data.*” Specifically the presentation stated as follows, in relevant part:

Payor coverage for exome and genome sequencing is expanding

- ➔ GeneDx is **contracted with 80% of covered lives**, including all large national commercial payers
- ➔ **Medicaid and commercial insurance coverage continues to grow** for exome and genome
 - 37 states cover exome or genome testing
 - 17 states cover rapid genome sequencing

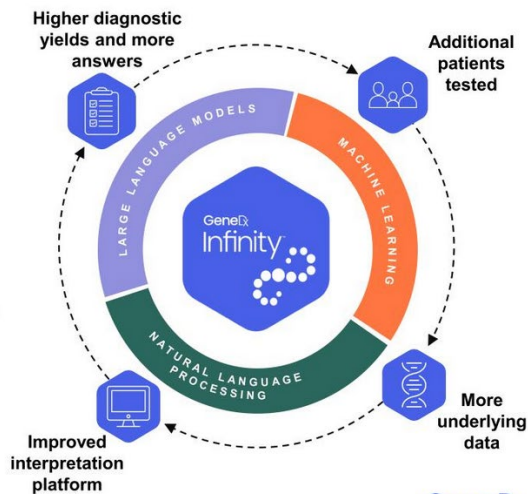


1. GeneDx Internal Data, data on file 2026

GeneDx

Our AI strategy accelerates the flywheel effect of our data

- The compounding power of the data from each new patient informs more diagnoses and extends our lead
- Proprietary AI models and algorithms constantly enhance our accuracy, scale, speed, and efficiency
- Creating the Lab of the Future to translate cutting-edge innovation into better patient outcomes



GeneDx

27. On February 23, 2026, GeneDx issued a press release announcing the Company's results for the year ended December 31, 2025. The press release touted the Company's financial results, including the Company's whole exome and whole genome volume, reported on a combined basis. Specifically, the press release stated as follows, in relevant part:

Revenues

Fourth quarter 2025:

- Revenues grew to \$121.0 million, an increase of 27% year-over-year (37% excluding a one-time 2024 benefit).
- Exome and genome test revenue grew to \$104.0 million, an increase of 32% year-over-year (42% excluding a one-time 2024 benefit).

Full year 2025:

- Revenues grew to \$427.5 million, an increase of 41% year-over-year (45% excluding a one-time 2024 benefit).
- Exome and genome test revenue grew to \$360.3 million, an increase of 54% year-over-year (58% excluding a one-time 2024 benefit).

Exome and genome volume

Fourth quarter 2025:

- Exome and genome test result volume grew to 27,761, an increase of 34.3% year-over-year.
- Exome and genome represented 47% of all test results, up from 38% in the fourth quarter of 2024.

Full year 2025:

- Exome and genome test results volume grew to 97,271, an increase of 30.5% year-over-year.
- Exome and genome represented 43% of all test results, up from 33% for the full year 2024.

Gross margin

Fourth quarter 2025:

- Adjusted gross margin expanded to 71%, up from 70% in the fourth quarter of 2024.
- GAAP gross margin was 70%.

Full year 2025:

- Adjusted gross margin expanded to 71%, up from 65% for full year 2024.
- GAAP gross margin was 70%.

Operating expenses

Fourth quarter 2025:

- Adjusted total operating expenses were \$81.8 million, representing 68% of revenue in the fourth quarter of 2025, compared to 52% of revenue in the fourth quarter of 2024.

- Total GAAP operating expenses were \$98.5 million.

Full year 2025:

- Adjusted total operating expenses were \$263.0 million, an increase of 39% year-over-year.

- Total GAAP operating expenses were \$311.3 million.

Net income (loss)

Fourth quarter 2025:

- Adjusted net income was \$4.4 million, compared to \$17.5 million in the fourth quarter of 2024.

- GAAP net loss was \$17.7 million.

Full year 2025:

- Adjusted net income was \$41.8 million, compared to \$9.4 million for full year 2024.

- GAAP net loss was \$21.0 million.

	*		*		*		
	4Q25	3Q25	2Q25	1Q25	4Q24	2025 YTD	2024 YTD
Volumes							
Whole exome, whole genome	27,761	25,702	23,246	20,562	20,676	97,271	74,547
Hereditary cancer	346	1,511	2,677	2,725	3,486	7,259	20,508
Other panels	30,935	33,003	31,833	28,228	30,115	123,999	131,177
Total	59,042	60,216	57,756	51,515	54,277	228,529	226,232
Revenue (\$ millions)							
Whole exome, whole genome	\$ 104.0	\$ 98.9	\$ 86.0	\$ 71.4	\$ 78.8	\$ 360.3	\$ 233.5
Hereditary cancer	0.2	1.2	1.8	2.2	2.8	5.4	15.4
Other panels	13.1	13.4	12.3	12.1	12.3	50.9	50.1
Data information	2.6	1.5	2.0	1.4	1.4	7.5	3.3
Software and interpretation services	1.1	1.7	0.6	—	—	3.4	—
Total	\$ 121.0	\$ 116.7	\$ 102.7	\$ 87.1	\$ 95.3	\$ 427.5	\$ 302.3

28. On February 23, 2026, the Company submitted its quarterly report and full year for the fiscal year ended December 31, 2025 on a Form 10-K filed with the SEC (the “FY25 10-K”). The FY25 10-K affirmed the previously reported financial results, and further reported the factors driving revenue, as well as goodwill and intangible assets. The FY25 10-K also purported to describe the “Factors Affecting [Company] Performance” including total test volume with a combined genome and exome testing economics, as follows in relevant part:

Revenue

Total revenue increased by \$122.1 million, or 40%, to \$427.5 million for the year ended December 31, 2025, from \$305.5 million for the year ended December 31, 2024.

Diagnostic test revenue increased by \$114.5 million, or 38%, to \$416.7 million for the year ended December 31, 2025, from \$302.2 million for the year ended December 31, 2024. The increase was attributable to a \$126.8 million increase in exome and genome sequencing revenues driven by a 30% increase in test volumes and an 18% increase in average reimbursement rates. This increase was partially offset by lower revenue from non-core hereditary cancer tests, which were phased out by the end of 2025.

Other revenue increased by \$7.6 million, to \$10.9 million for the year ended December 31, 2025, from \$3.3 million for the year ended December 31, 2024. The increase reflects \$3.4 million of non-testing revenue from the recently acquired Fabric Genomics operating segment and the continued expansion of data and bio pharma programs.

* * *

Goodwill and Intangible Assets

The following table reflects, as of December 31, 2025 and December 31, 2024, the carrying values and remaining useful lives of acquired intangible assets:

	December 31, 2025			December 31, 2024			Weighted-Average Amortization Period (in years)
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	
Tradenames and trademarks	\$ 54,300	\$ (11,658)	\$ 42,642	\$ 50,000	\$ (8,333)	\$ 41,667	12.5
Developed Technology	62,900	(23,104)	39,796	48,000	(16,000)	32,000	5.7
Customer Relationships	104,100	(18,257)	85,843	98,000	(13,067)	84,933	16.1
Total intangible assets	\$ 221,500	\$ (53,019)	\$ 168,481	\$ 196,000	\$ (37,400)	\$ 158,600	12.8

* * *

Test Volume

The principal focus of our commercial operations is to offer our diagnostic tests through both our direct sales force and laboratory distribution partners. Test volume correlates with genomic database size and long-term patient relationships. Thus, test volume drives database diversity and enables potential identification of variants of unknown significance and population-specific insights. The number of exome and genome tests resulted and the mix of test results are key indicators that we use to assess the operational efficiency of our business. Once the appropriate workflow is completed, the test is resulted and details are provided to ordered patients or healthcare professionals for reviews, which corresponds to the timing of our revenue recognition.

We believe the number of resulted exome and genome tests in any period is important and useful to our investors because it directly correlates with long-term

patient relationships and the size of our genomic database. During the year ended December 31, 2025, we resulted 97,271 exome and genome tests, which represented 43% of all test results, compared to the years ended December 31, 2024 and 2023, in which we resulted 74,547 and 49,439 exome and genome tests, which represented 33% and 22%, respectively, of all test results.

29. The FY25 10-K further purported to warn of risks which “*could*” or “*may*” impact the Company, including that, *if* the Company is “unable to successfully integrate acquired businesses or realize the expected benefits of [] transactions,” like the Fabric Genomics acquisition, “business, financial condition, and results of operations could be adversely affected.” Specifically, the FY25 10-K purported to warn as follows, in relevant part:

We may seek to grow our business through additional acquisitions of complementary products or technologies and we may from time to time dispose of or discontinue businesses or assets, and the failure to manage these acquisitions or dispositions, or the failure to integrate acquired businesses with our existing business, could have a material adverse effect on our business, financial condition and operating results.

From time to time, we may consider additional opportunities to acquire other products or technologies that may enhance our product platform or technology, expand the breadth of our markets or customer base, or advance our business strategies. For example, in May of 2025, we completed the acquisition of Fabric Genomics. The integration of acquired businesses involves significant risks and uncertainties, including difficulties in integrating operations, technologies, systems, realizing anticipated synergies or strategic benefits and managing increased operational complexity. If we are unable to successfully integrate acquired businesses or realize the expected benefits of such transactions, our business, financial condition, and results of operations could be adversely affected.

Potential acquisitions involve numerous risks, including:

- problems assimilating the acquired products or technologies;
- issues maintaining uniform standards, procedures, controls and policies;
- unanticipated costs associated with acquisitions;
- diversion of management’s attention from our existing business;
- risks associated with entering new markets in which we have limited or no experience; and
- increased legal and accounting costs relating to the acquisitions or compliance with regulatory matters.

We do not know if we will be able to identify any other acquisitions we deem suitable, whether we will be able to successfully complete any acquisitions on

favorable terms or at all, or whether we will be able to successfully integrate any acquired products or technologies. Our potential inability to integrate any acquired products or technologies effectively may adversely affect our business, operating results and financial condition.

30. The above statements identified in ¶¶21-29 were materially false and/or misleading, and failed to disclose material adverse facts about the Company's business, operations, and prospects. Specifically, Defendants failed to disclose to investors: (1) the Company was experiencing a significant financial impact of the mix shift toward genome (vs. exome) testing, as genome testing had payor reimbursement rates about half that of exome testing; (2) the Company was experiencing integration issues and/or issues with commercial strategy and go-to-market execution for its recently Fabric Genomics acquisition; and (3) that, as a result of the foregoing, Defendants' positive statements about the Company's business, operations, and prospects were materially misleading and/or lacked a reasonable basis.

Disclosures at the End of the Class Period

31. On May 4, 2026, after market hours, GeneDx issued a press release, announcing first quarter 2026 financial results, revealing revenue of \$102.3 million, adjusted earnings per share of -\$0.28, and a **\$57.5 million loss from operations**. The Company also announced a **\$31.3 million write-down** related to the goodwill and intangible assets of its Fabric Genomics reporting unit, and lowered its 2026 revenue guidance by approximately \$65 million at the midpoint. Specifically, the press release stated as follows, in relevant part:

“GeneDx delivered 34% year-over-year volume growth in exome and genome testing in the first quarter – a clear signal that there's sustained, strong demand for our services. While our revenue did not reflect the full potential of what this business is capable of, we are adjusting our outlook and are poised to deliver more than 30% volume growth, 70% gross margin, and profitability on an adjusted basis for the year,” said Katherine Stueland, CEO of GeneDx. “Leading a generational shift in medicine requires taking some big swings, learning quickly, and moving with urgency to serve this ever-growing patient population. With expectations reset, we've never been more confident about our ability to deliver profitable growth in service of patients and shareholders.”

First Quarter 2026 Financial Results (Unaudited)(1)

Revenue

- Revenue grew to \$102.3 million, an increase of 17% year-over-year.
- Exome and genome test revenue grew to \$90.6 million, an increase of 27% year-over-year.

Exome and genome volume

- Exome and genome test result volume grew to 27,488, an increase of 34% year-over-year.

Gross margin

- Adjusted gross margin remained flat at 69% in the first quarter of 2026.
- GAAP gross margin was 67%.

Operating expenses

- Adjusted total operating expenses were \$78.1 million, representing 76% of revenue.
- Total GAAP operating expenses were \$94.4 million.

Net (loss) income

- Adjusted net loss was \$8.2 million compared to adjusted net income of \$9.2 million in the first quarter of 2025.
- GAAP net loss was \$63.3 million.

Metric	Full Year 2026 Previous Guidance	Full Year 2026 Updated Guidance	Second Quarter of 2026 Guidance
Revenue	\$540 to \$555 million	\$475 to \$490 million	\$110 to \$112 million
Growth in exome and genome volume	33% to 35%	At least 30%	Approximately 30,000 tests
Growth in exome and genome revenue	33% to 35%	At least 20%	Approximately \$100 million
Adjusted gross margin	At least 70%	Approximately 70%	Approximately 70%
Adjusted net income (loss)	Positive	Positive	Adj. net loss of approximately \$5 million

32. In the accompanying earnings call held the same day, GeneDx’s CEO, Defendant Stueland, revealed the Company had “*lower-than-expected blended average reimbursement rate for exome and genome*” and “softer-than-expected performance from [its] noncore business lines” including Fabric Genomics. Moreover, the Company’s CFO, Defendant Feeley, revealed that the annual recurring revenue (“ARR”) of genome tests is “*about half that of exome due to the relative*

maturity of payer coverage.” Specifically, during the earnings call, Defendants Stueland and Feeley stated as follows, in relevant part:

Katherine Stueland - *President, CEO & Director*

[T]otal revenue was \$12 million lower than expected. We conducted a thorough channel-by-channel business review to diagnose what happened and what we learned that it was driven by 2 factors. ***First, approximately \$5.5 million was due to a lower-than-expected blended average reimbursement rate for exome and genome. And second, approximately \$6.5 million was due to softer-than-expected performance from our noncore business lines.*** As a result, we're updating our outlook for the year and now expect total revenue to be in the range of \$475 million to \$490 million with strong continued exome and genome volume growth of at least 30% and gross margins of approximately 70%. We're also committed to returning to profitability on an adjusted basis for the full year and expect profitability to grow significantly into 2027 and beyond as we continue to lead and shape this large and ever-expanding market.

* * *

Kevin Feeley - *Chief Financial Officer*

Thanks, Katherine. In the first quarter, we delivered \$102.3 million of total revenue, including \$90.6 million of exome and genome revenue, up 27% and test result volume of 27,488 tests, up 34%. The blended average reimbursement rate was approximately \$3,300. Adjusted gross margin was 69%, and we reported an adjusted net loss of \$8.2 million.

As Katherine outlined, 2 factors drove the quarter, mix dynamics resulting in a lower-than-expected blended average reimbursement rate and softer noncore business line performance. First, the blended ARR came in approximately \$200 below expectations. I want to be very clear, on a like-for-like basis, ARR by product is relatively unchanged. ***There have been no meaningful contracted price changes nor any material variations in coverage or collection rates across each respective channel. Instead, the lower ARR is primarily a result of product mix shifts within the exome and genome portfolio. The impact of mix is important, so let me walk you through it.***

Starting with payers, roughly 85% of the volume is insurance-based outpatient services and 15% is institutional pay. ***Specific to outpatient, genome was approximately 40% of volume in the first quarter, which is roughly double from a year ago.*** We expect that mix shift to continue, but at a far more moderate pace as we manage the transition. Both exome and genome are good for patients and our business. ***But in terms of ARR, an outpatient exome is closer to a blended average of \$4,000 per test after all denials, and we're reimbursed more for cases with parental comparators than cases without them. In contrast, an outpatient genome***

blended ARR today is about half that of exome due to the relative maturity of payer coverage.

33. In the concurrently filed 10-Q for the period ended March 31, 2026, filed with the SEC on the same date, the Company revealed its \$31.3 million write-down related to the goodwill and intangible assets of its Fabric Genomics was “*primarily due to a downward revision of forecasted cash flows driven by changes in commercial strategy and go-to-market execution, and lower revenue and profitability expectations.*” Specifically, the report filed on that date stated as follows, in relevant part:

Impairment loss

During the first quarter of 2026, we recorded non-cash impairment charges totaling \$31.3 million related to the goodwill and intangible assets of its Fabric Genomics reporting unit. This consists of a \$11.9 million goodwill impairment charge, a \$10.2 million impairment of developed technology, a \$5.0 million impairment of customer relationships, and a \$4.2 million impairment of tradenames and trademarks. See Note 6, “Goodwill and Intangible assets” for further information.

* * *

Goodwill and Intangible Assets

The change in the carrying amount of goodwill during the three months ended March 31, 2026 was as follows:

Balance at December 31, 2025	\$	13,520
Impairment charges		(11,879)
Balance at March 31, 2026	\$	<u>1,641</u>

During the first quarter of 2026, the Company concluded that a triggering event had occurred during the period for the goodwill associated with the Fabric Genomics reporting unit primarily due to a downward revision of forecasted cash flows driven by changes in commercial strategy and go-to-market execution, and lower revenue and profitability expectations.

The Company performed a quantitative analysis as of March 31, 2026 to determine the fair value of the Fabric Genomics reporting unit. The fair value was determined through estimating the reporting unit’s discounted future cash flows expected to be generated. Significant assumptions utilized in the valuation include, but are not

limited to, prospective financial information, growth rates, terminal value, discount rates, and comparable market multiples. Based on the quantitative analysis, the Company concluded that the reporting unit's carrying value was greater than the fair value and recorded a non-cash impairment charge of \$11.9 million.

The following table reflects, as of March 31, 2026, the carrying values and remaining useful lives of acquired intangible assets:

	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment	Net Carrying Value	Weighted-Average Amortization Period (Years)
Tradenames and trademarks	\$ 54,500	\$ (12,514)	\$ (4,225)	\$ 37,761	12.1
Developed technology	62,900	(25,018)	(10,182)	27,700	4.5
Customer relationships	104,100	(19,591)	(5,001)	79,508	16.1
	<u>\$ 221,500</u>	<u>\$ (57,123)</u>	<u>\$ (19,408)</u>	<u>\$ 144,969</u>	<u>12.8</u>

34. On this news, GeneDx's stock price fell \$33.42, or 49.2%, to close at \$34.51 per share on May 5, 2026, on unusually heavy trading volume.

CLASS ACTION ALLEGATIONS

35. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class, consisting of all persons and entities that purchased or otherwise acquired GeneDx securities between July 29, 2025 and May 4, 2026, inclusive, and who were damaged thereby (the "Class"). Excluded from the Class are Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a controlling interest.

36. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, GeneDx's shares actively traded on the NASDAQ. While the exact number of Class members is unknown to Plaintiff at this time and can only be ascertained through appropriate discovery, Plaintiff believes that there are at least hundreds or thousands of members in the proposed Class. Millions of GeneDx shares were traded publicly during the Class Period on the NASDAQ. Record owners and other members of the Class may be identified from records maintained by GeneDx or its transfer agent and may be notified of the

pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

37. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

38. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

39. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by Defendants' acts as alleged herein;

(b) whether statements made by Defendants to the investing public during the Class Period omitted and/or misrepresented material facts about the business, operations, and prospects of GeneDx; and

(c) to what extent the members of the Class have sustained damages and the proper measure of damages.

40. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation makes it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

UNDISCLOSED ADVERSE FACTS

41. The market for GeneDx's securities was open, well-developed and efficient at all relevant times. As a result of these materially false and/or misleading statements, and/or failures to disclose, GeneDx's securities traded at artificially inflated prices during the Class Period. Plaintiff and other members of the Class purchased or otherwise acquired GeneDx's securities relying upon the integrity of the market price of the Company's securities and market information relating to GeneDx, and have been damaged thereby.

42. During the Class Period, Defendants materially misled the investing public, thereby inflating the price of GeneDx's securities, by publicly issuing false and/or misleading statements and/or omitting to disclose material facts necessary to make Defendants' statements, as set forth herein, not false and/or misleading. The statements and omissions were materially false and/or misleading because they failed to disclose material adverse information and/or misrepresented the truth about GeneDx's business, operations, and prospects as alleged herein.

43. At all relevant times, the material misrepresentations and omissions particularized in this Complaint directly or proximately caused or were a substantial contributing cause of the damages sustained by Plaintiff and other members of the Class. As described herein, during the Class Period, Defendants made or caused to be made a series of materially false and/or misleading statements about GeneDx's financial well-being and prospects. These material misstatements and/or omissions had the cause and effect of creating in the market an unrealistically positive assessment of the Company and its financial well-being and prospects, thus causing the Company's securities to be overvalued and artificially inflated at all relevant times. Defendants' materially false and/or misleading statements during the Class Period resulted in Plaintiff and other members of the Class purchasing the Company's securities at artificially inflated prices, thus causing the damages complained of herein when the truth was revealed.

LOSS CAUSATION

44. Defendants' wrongful conduct, as alleged herein, directly and proximately caused the economic loss suffered by Plaintiff and the Class.

45. During the Class Period, Plaintiff and the Class purchased GeneDx's securities at artificially inflated prices and were damaged thereby. The price of the Company's securities significantly declined when the misrepresentations made to the market, and/or the information alleged herein to have been concealed from the market, and/or the effects thereof, were revealed, causing investors' losses.

SCIENTER ALLEGATIONS

46. As alleged herein, Defendants acted with scienter since Defendants knew that the public documents and statements issued or disseminated in the name of the Company were materially false and/or misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the federal securities laws. As set forth elsewhere herein in detail, the Individual Defendants, by virtue of their receipt of information reflecting the true facts regarding GeneDx, their control over, and/or receipt and/or modification of GeneDx's allegedly materially misleading misstatements and/or their associations with the Company which made them privy to confidential proprietary information concerning GeneDx, participated in the fraudulent scheme alleged herein.

APPLICABILITY OF PRESUMPTION OF RELIANCE

(FRAUD-ON-THE-MARKET DOCTRINE)

47. The market for GeneDx's securities was open, well-developed and efficient at all relevant times. As a result of the materially false and/or misleading statements and/or failures to disclose, GeneDx's securities traded at artificially inflated prices during the Class Period. On

November 25, 2025, the Company's share price closed at a Class Period high of \$167.52 per share. Plaintiff and other members of the Class purchased or otherwise acquired the Company's securities relying upon the integrity of the market price of GeneDx's securities and market information relating to GeneDx, and have been damaged thereby.

48. During the Class Period, the artificial inflation of GeneDx's shares was caused by the material misrepresentations and/or omissions particularized in this Complaint causing the damages sustained by Plaintiff and other members of the Class. As described herein, during the Class Period, Defendants made or caused to be made a series of materially false and/or misleading statements about GeneDx's business, prospects, and operations. These material misstatements and/or omissions created an unrealistically positive assessment of GeneDx and its business, operations, and prospects, thus causing the price of the Company's securities to be artificially inflated at all relevant times, and when disclosed, negatively affected the value of the Company shares. Defendants' materially false and/or misleading statements during the Class Period resulted in Plaintiff and other members of the Class purchasing the Company's securities at such artificially inflated prices, and each of them has been damaged as a result.

49. At all relevant times, the market for GeneDx's securities was an efficient market for the following reasons, among others:

- (a) GeneDx shares met the requirements for listing, and was listed and actively traded on the NASDAQ, a highly efficient and automated market;
- (b) As a regulated issuer, GeneDx filed periodic public reports with the SEC and/or the NASDAQ;
- (c) GeneDx regularly communicated with public investors via established market communication mechanisms, including through regular dissemination of press releases on

the national circuits of major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services; and/or

(d) GeneDx was followed by securities analysts employed by brokerage firms who wrote reports about the Company, and these reports were distributed to the sales force and certain customers of their respective brokerage firms. Each of these reports was publicly available and entered the public marketplace.

50. As a result of the foregoing, the market for GeneDx's securities promptly digested current information regarding GeneDx from all publicly available sources and reflected such information in GeneDx's share price. Under these circumstances, all purchasers of GeneDx's securities during the Class Period suffered similar injury through their purchase of GeneDx's securities at artificially inflated prices and a presumption of reliance applies.

51. A Class-wide presumption of reliance is also appropriate in this action under the Supreme Court's holding in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128 (1972), because the Class's claims are, in large part, grounded on Defendants' material misstatements and/or omissions. Because this action involves Defendants' failure to disclose material adverse information regarding the Company's business operations and financial prospects—information that Defendants were obligated to disclose—positive proof of reliance is not a prerequisite to recovery. All that is necessary is that the facts withheld be material in the sense that a reasonable investor might have considered them important in making investment decisions. Given the importance of the Class Period material misstatements and omissions set forth above, that requirement is satisfied here.

NO SAFE HARBOR

52. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the allegedly false statements pleaded in this Complaint.

The statements alleged to be false and misleading herein all relate to then-existing facts and conditions. In addition, to the extent certain of the statements alleged to be false may be characterized as forward looking, they were not identified as “forward-looking statements” when made and there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements. In the alternative, to the extent that the statutory safe harbor is determined to apply to any forward-looking statements pleaded herein, Defendants are liable for those false forward-looking statements because at the time each of those forward-looking statements was made, the speaker had actual knowledge that the forward-looking statement was materially false or misleading, and/or the forward-looking statement was authorized or approved by an executive officer of GeneDx who knew that the statement was false when made.

FIRST CLAIM

Violation of Section 10(b) of The Exchange Act and

Rule 10b-5 Promulgated Thereunder

Against All Defendants

53. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein.

54. During the Class Period, Defendants carried out a plan, scheme and course of conduct which was intended to and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; and (ii) cause Plaintiff and other members of the Class to purchase GeneDx’s securities at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each defendant, took the actions set forth herein.

55. Defendants (i) employed devices, schemes, and artifices to defraud; (ii) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading; and (iii) engaged in acts, practices, and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities in an effort to maintain artificially high market prices for GeneDx's securities in violation of Section 10(b) of the Exchange Act and Rule 10b-5. All Defendants are sued either as primary participants in the wrongful and illegal conduct charged herein or as controlling persons as alleged below.

56. Defendants, individually and in concert, directly and indirectly, by the use, means or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a continuous course of conduct to conceal adverse material information about GeneDx's financial well-being and prospects, as specified herein.

57. Defendants employed devices, schemes and artifices to defraud, while in possession of material adverse non-public information and engaged in acts, practices, and a course of conduct as alleged herein in an effort to assure investors of GeneDx's value and performance and continued substantial growth, which included the making of, or the participation in the making of, untrue statements of material facts and/or omitting to state material facts necessary in order to make the statements made about GeneDx and its business operations and future prospects in light of the circumstances under which they were made, not misleading, as set forth more particularly herein, and engaged in transactions, practices and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities during the Class Period.

58. Each of the Individual Defendants' primary liability and controlling person liability arises from the following facts: (i) the Individual Defendants were high-level executives and/or directors at the Company during the Class Period and members of the Company's management

team or had control thereof; (ii) each of these defendants, by virtue of their responsibilities and activities as a senior officer and/or director of the Company, was privy to and participated in the creation, development and reporting of the Company's internal budgets, plans, projections and/or reports; (iii) each of these defendants enjoyed significant personal contact and familiarity with the other defendants and was advised of, and had access to, other members of the Company's management team, internal reports and other data and information about the Company's finances, operations, and sales at all relevant times; and (iv) each of these defendants was aware of the Company's dissemination of information to the investing public which they knew and/or recklessly disregarded was materially false and misleading.

59. Defendants had actual knowledge of the misrepresentations and/or omissions of material facts set forth herein, or acted with reckless disregard for the truth in that they failed to ascertain and to disclose such facts, even though such facts were available to them. Such defendants' material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose and effect of concealing GeneDx's financial well-being and prospects from the investing public and supporting the artificially inflated price of its securities. As demonstrated by Defendants' overstatements and/or misstatements of the Company's business, operations, financial well-being, and prospects throughout the Class Period, Defendants, if they did not have actual knowledge of the misrepresentations and/or omissions alleged, were reckless in failing to obtain such knowledge by deliberately refraining from taking those steps necessary to discover whether those statements were false or misleading.

60. As a result of the dissemination of the materially false and/or misleading information and/or failure to disclose material facts, as set forth above, the market price of GeneDx's securities was artificially inflated during the Class Period. In ignorance of the fact that

market prices of the Company's securities were artificially inflated, and relying directly or indirectly on the false and misleading statements made by Defendants, or upon the integrity of the market in which the securities trades, and/or in the absence of material adverse information that was known to or recklessly disregarded by Defendants, but not disclosed in public statements by Defendants during the Class Period, Plaintiff and the other members of the Class acquired GeneDx's securities during the Class Period at artificially high prices and were damaged thereby.

61. At the time of said misrepresentations and/or omissions, Plaintiff and other members of the Class were ignorant of their falsity, and believed them to be true. Had Plaintiff and the other members of the Class and the marketplace known the truth regarding the problems that GeneDx was experiencing, which were not disclosed by Defendants, Plaintiff and other members of the Class would not have purchased or otherwise acquired their GeneDx securities, or, if they had acquired such securities during the Class Period, they would not have done so at the artificially inflated prices which they paid.

62. By virtue of the foregoing, Defendants violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

63. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases and sales of the Company's securities during the Class Period.

SECOND CLAIM

Violation of Section 20(a) of The Exchange Act

Against the Individual Defendants

64. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein.

65. Individual Defendants acted as controlling persons of GeneDx within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their high-level positions and their ownership and contractual rights, participation in, and/or awareness of the Company's operations and intimate knowledge of the false financial statements filed by the Company with the SEC and disseminated to the investing public, Individual Defendants had the power to influence and control and did influence and control, directly or indirectly, the decision-making of the Company, including the content and dissemination of the various statements which Plaintiff contends are false and misleading. Individual Defendants were provided with or had unlimited access to copies of the Company's reports, press releases, public filings, and other statements alleged by Plaintiff to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause the statements to be corrected.

66. In particular, Individual Defendants had direct and supervisory involvement in the day-to-day operations of the Company and, therefore, had the power to control or influence the particular transactions giving rise to the securities violations as alleged herein, and exercised the same.

67. As set forth above, GeneDx and Individual Defendants each violated Section 10(b) and Rule 10b-5 by their acts and omissions as alleged in this Complaint. By virtue of their position as controlling persons, Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and other members of the Class suffered damages in connection with their purchases of the Company's securities during the Class Period.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff prays for relief and judgment, as follows:

(a) Determining that this action is a proper class action under Rule 23 of the Federal Rules of Civil Procedure;

(b) Awarding compensatory damages in favor of Plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

(c) Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

(d) Such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.

Dated: May __, 2026

[Local]

By: _____

[Local]

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