

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 27, 2023**

**23andMe Holding Co.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39587**  
(Commission  
File Number)

**87-1240344**  
(IRS Employer  
Identification No.)

**349 Oyster Point Boulevard**  
**South San Francisco, California 94080**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (650) 938-6300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value per share	ME	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

As previously disclosed, on July 24, 2018, 23andMe, Inc. (the “Company” or “23andMe”) and GlaxoSmithKline Intellectual Property (No. 3) Limited, an affiliate of GlaxoSmithKline plc (“GSK”) entered into a drug discovery, development and collaboration agreement, as amended on April 8, 2019 and January 13, 2021 (the “Original GSK Agreement”). The Original GSK Agreement had a four-year exclusive discovery term, which was extended pursuant to a unilateral option exercised by GSK on January 12, 2022, and which expired on July 23, 2023 (the “Discovery Term”). During the Discovery Term under the Original GSK Agreement, the parties collaborated on identification and development of therapeutic agents directed to identified targets. Under the Original GSK Agreement, certain drug targets identified by the parties during the Discovery Term progressed as either a sole development program of one of the parties or as a joint development program of both parties. With respect to each joint development program, the Company and GSK would share certain research, development and commercialization costs equally, subject to certain rights of either party to opt-out of funding such costs at certain predetermined development milestones.

*Third Amendment to the Original GSK Agreement*

On October 27, 2023, the parties amended the Original GSK Agreement (the “Third Amendment”) to provide GSK with a non-exclusive license to certain new, de-identified, aggregated data from global genome- and phenome-wide analysis of the 23andMe database (the “New Data”) and to enable the Company to opt-out of cost-sharing and other research and development obligations with respect to certain programs under the Original GSK Agreement, as further described below.

*Upfront Payment*

Under the Third Amendment, GSK is obligated to pay the Company a \$20 million data access fee in two installments of (i) \$5 million following execution of the Third Amendment and (ii) the remaining \$15 million after the date on which GSK receives New Data from the Company. The Third Amendment provides for New Data to be delivered by December 1, 2023.

*Specific Program Opt-Outs*

Pursuant to the Third Amendment, the Company opted out of all cost-sharing obligations with respect to three (3) programs initiated by GSK and the Company under the Original GSK Agreement. The Company will retain rights to receive low to mid-single digit royalties on net sales of products developed in any such opted-out program.

*Non-Exclusive License to Data*

Under the Third Amendment, the Company granted GSK a non-exclusive, worldwide license to exploit New Data and certain Company data mining technologies embodied therein (the “New Data License”), subject to certain limitations on the use of New Data. The Third Amendment also includes access to certain Company research services with respect to such New Data. The New Data License will expire one year after GSK provides the Company with a notice that GSK is ready to use the New Data (which the parties anticipate will be no later than September 30, 2024), unless the parties enter into a separate agreement extending such New Data License.

*Payments for Material Benefits and Data Patent Applications*

GSK is obligated to pay the Company tiered low to mid-single digit royalties on net sales of any product arising from a GSK-existing target that is validated and benefited in certain prescribed ways using the New Data. GSK is also obligated to pay the Company a one-time payment of \$500,000 upon first commercial sale in a major market of a product that is covered by a valid claim of an issued patent that discloses certain data provided by the Company under the Third Amendment (a “Data Patent Product”), as well as tiered low-single digit royalties on net sales of each such Data Patent Product.

The foregoing description of the Third Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Third Amendment, which the Company intends to file as an exhibit to a subsequent filing with the Securities and Exchange Commission.

**Item 7.01. Regulation FD Disclosure.**

On October 30, 2023, the Company issued a press release announcing the execution of the Third Amendment. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information furnished in this Item 7.01 and Item 9.01 (including Exhibit 99.1) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<a href="#">23andMe Press Release, dated October 30, 2023.</a>
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**23ANDME HOLDING CO.**

By: /s/ Kathy Hibbs

Name: Kathy Hibbs

Title: Chief Administrative Officer

Dated: October 30, 2023

## PRESS RELEASE

**23andMe Announces Collaboration Extension with a New Data Licensing Agreement with GSK**

*Following their five year discovery collaboration, 23andMe and GSK have extended their collaboration by entering into a new non-exclusive data licensing agreement, enabling GSK to utilize the 23andMe database for novel drug target discovery and other research*

**SOUTH SAN FRANCISCO, Calif. – Oct. 30, 2023** – 23andMe Holding Co. (Nasdaq: ME) (“23andMe”) today announced a new, non-exclusive data license with GSK plc (LSE/NYSE: GSK) which extends their collaboration and enables GSK to conduct drug target discovery and other research using the 23andMe database, the world’s largest recontactable resource of genetic and phenotypic information from consented participants. Under an amendment to their Collaboration Agreement, 23andMe will receive a \$20 million upfront payment for a one year, non-exclusive data license. The license will also include access to certain services such as further analyses of the 23andMe data not provided in the core data release.

“We’ve had an incredibly successful collaboration with GSK over the past five years, and we are excited to continue our work together,” said Anne Wojcicki, CEO and Co-Founder, 23andMe. “With approximately 50 programs developed over the last five years, we are thrilled to work with GSK in discovering genetically validated targets. The continued relationship with GSK demonstrates the power of the 23andMe research platform to consistently produce novel insights for therapeutic development, rooted in human genetics.”

Under terms of the new data license, 23andMe will provide GSK with access to de-identified, summary data from global genome- and phenome-wide analysis of the 23andMe database, for a 12-month period, and offer its research services for analyses of the data over that same period. Any new drug discovery programs that GSK chooses to initiate during the agreement will be owned and advanced solely by GSK. 23andMe may be eligible for downstream royalties under certain uses of the database by GSK. As part of the amendment, 23andMe is taking the royalty option on three programs previously initiated by the two companies, which GSK will independently advance, with 23andMe retaining certain rights to downstream royalties. 23andMe and GSK both retain royalties on a number of active programs developed under the initial collaboration.

“The 23andMe research database is constantly growing, which increases its power for therapeutic research over time,” said Adam Auton, Vice President, Human Genetics at 23andMe. “We’ve also made significant strides to increase the power of our database by improving our imputation technology, utilizing whole genome sequencing data to dramatically increase the number of genetic variants that we’re able to interrogate. In addition, we continue to expand our capabilities in deep phenotyping, artificial intelligence and machine learning, rare disease research, and developing recontactable cohorts in specific disease areas, all with the objective of more efficiently identifying drug targets that will hopefully be developed into new medicines.”

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## About 23andMe

23andMe is a genetics-led consumer healthcare and biopharmaceutical company empowering a healthier future. For more information, please visit [www.23andMe.com](http://www.23andMe.com).

## Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, without limitation, statements regarding the future performance of 23andMe's businesses in consumer genetics and therapeutics and the growth and potential of its proprietary research platform. All statements, other than statements of historical fact, included or incorporated in this press release, including statements regarding 23andMe's products, strategy, financial position, funding for continued operations, cash reserves, projected costs, plans, potential future collaborations, therapeutics development, database growth, product development and launches, the successful commercialization and market acceptance of new products and objectives of management, are forward-looking statements. The words "believes," "anticipates," "estimates," "plans," "expects," "intends," "may," "could," "should," "potential," "likely," "projects," "predicts," "continue," "will," "schedule," and "would" or, in each case, their negative or other variations or comparable terminology, are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements are predictions based on 23andMe's current expectations and projections about future events and various assumptions. 23andMe cannot guarantee that it will actually achieve the plans, intentions, or expectations disclosed in its forward-looking statements and you should not place undue reliance on 23andMe's forward-looking statements. These forward-looking statements involve a number of risks, uncertainties (many of which are beyond the control of 23andMe), or other assumptions that may cause actual results or performance to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements contained herein are also subject generally to other risks and uncertainties that are described from time to time in the Company's filings with the Securities and Exchange Commission, including under Item 1A, "Risk Factors" in the Company's most recent Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, and as revised and updated by our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The statements made herein are made as of the date of this press release and, except as may be required by law, 23andMe undertakes no obligation to update them, whether as a result of new information, developments, or otherwise.

## Contacts:

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