

**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): September 17, 2024**

**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.)

**223 N. Mathilda Avenue  
Sunnyvale, California 94086**  
(Address of principal executive offices, including zip code)

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

**349 Oyster Point Boulevard  
South San Francisco, California 94080**  
(Former name or former address, if changed since last report.)

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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, \$0.0001 par value per share	ME	The Nasdaq Capital 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 17, 2024, the following non-employee directors of the Board of Directors (the “Board”) of 23andMe Holding Co. (the “Company”) resigned from the Board (the “Resignations”), with such Resignations to be effective immediately: Roelof Botha, Patrick Chung, Sandra Hernández, M.D., Neal Mohan, Valerie Montgomery Rice, M.D., Richard Scheller, Ph.D., and Peter J. Taylor (collectively, the “Resigning Directors”).

At the time of the Resignations, the Resigning Directors served on the following committees of the Board:

- Audit Committee of the Board: Mr. Taylor (Chair), Mr. Botha, and Mr. Chung;
- Compensation Committee of the Board: Dr. Montgomery Rice (Chair), Mr. Chung, and Mr. Mohan; and
- Special Committee of the Board: Dr. Hernández and Mr. Taylor.

As set forth in the Resigning Directors’ resignation letter dated September 17, 2024 (the “Resignation Letter”), the Resigning Directors stated that such Resigning Directors differed on the strategic direction for the Company from the Company’s Chief Executive Officer, Anne Wojcicki, and that, as a result of such difference and Ms. Wojcicki’s concentrated voting power, the Resigning Directors believe that it is in the best interest of the Company’s stockholders to resign from the Board.

On September 17, 2024, the Company issued a press release regarding the Resignations (the “Press Release”), which such Press Release included a copy of the text of the Resignation Letter. The Press Release, which includes the Resignation Letter, is attached hereto as Exhibit 17 and incorporated herein by reference.

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
17	<a href="#">Press Release, dated September 17, 2024</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.**

Date: September 18, 2024

By: /s/ Joseph Selsavage

Name: Joseph Selsavage

Title: Chief Financial and Accounting Officer



## Independent Directors of 23andMe Resign from Board

September 17, 2024

SOUTH SAN FRANCISCO, Calif., Sept. 17, 2024 (GLOBE NEWSWIRE) — The independent directors of the Board of 23andMe Holding Co. (Nasdaq: ME), today sent the following letter to Anne Wojcicki, Chief Executive Officer, Co-Founder, and Chair of the Board of Directors of 23andMe, in which the independent directors have provided their resignation from the Board, effective immediately:

Dear Anne,

We, the independent directors of the 23andMe Board, hereby tender our resignations, effective immediately.

After months of work, we have yet to receive from you a fully financed, fully diligenced, actionable proposal that is in the best interests of the non-affiliated shareholders. We believe the Special Committee and the Board have provided ample time for you to submit such a proposal. That we have not seen any notable progress over the last 5 months leads us to believe no such proposal is forthcoming. The Special Committee is therefore unwilling to consider further extensions, and the Board agrees with the Special Committee's determination.

While we continue to wholeheartedly support the Company's mission and believe deeply in the value of the personalized health and wellness offering that you have articulated, it is also clear that we differ on the strategic direction for the Company going forward. Because of that difference and because of your concentrated voting power, we believe that it is in the best interests of the Company's shareholders that we resign from the Board rather than have a protracted and distracting difference of view with you as to the direction of the Company.

We are proud of what 23andMe has achieved in pioneering direct access to genetic information, and we have been honored to have had the opportunity to be part of those efforts.

Sincerely,

/s/

Roelof Botha, Patrick Chung, Sandra Hernández, M.D., Neal Mohan, Valerie Montgomery Rice M.D., Richard Scheller, Ph.D., Peter J. Taylor

## 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. All statements, other than statements of historical fact, included or incorporated in this press release, including statements regarding 23andMe's strategy, 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.

## Contact

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