

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MONTGOMERY RICE VALERIE MD</u>  (Last) (First) (Middle) <u>C/O 23ANDME HOLDING CO.</u> <u>349 OYSTER POINT BLVD</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>23andMe Holding Co. [ ME ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/06/2022		A		14,633 <sup>(1)</sup>	A	\$0.00	145,472	D	
Class A Common Stock	09/06/2022		A		3,577 <sup>(2)</sup>	A	\$3.08 <sup>(3)</sup>	149,049	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Restricted stock units, or RSUs, issued pursuant to the 23andMe Holding Co. Amended and Restated Outside Director Compensation Policy (the "Director Compensation Policy"), all of which vest on the earlier of (a) the first anniversary of the grant date or (b) the date of the issuer's 2023 annual meeting of stockholders. Each RSU represents the contingent right to receive one share of Class A common stock of the issuer. The reporting person has elected to defer receipt of these shares until the end of service on the board of directors of the issuer pursuant to the 23andMe Holding Co. RSU Conversion and Deferral Program For Directors (the "Conversion and Deferral Program").
- RSUs issued to the reporting person in lieu of cash retainer fees, at the election of the reporting person (the "RSU Election"), pursuant to the Director Compensation Policy and the Conversion and Deferral Program. Each RSU represents the contingent right to receive one share of Class A common stock of the issuer and is fully vested. The reporting person has elected to defer receipt of these shares until the end of service on the board of directors of the issuer pursuant to the Conversion and Deferral Program.
- Under the the Conversion and Deferral Program, the number of shares issued in lieu of cash retainer fees is determined by dividing the dollar amount of the cash retainer fees subject to the RSU Election by the trailing average closing price of a share of Class A common stock of the issuer on the Nasdaq Global Select Market for the 90 days preceding the date of issuance, with any fractional share rounded down to the nearest whole share.

**Remarks:**

/s/ Valerie Montgomery Rice,  
by Kathy Hibbs, attorney-in- 09/08/2022  
fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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