

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Johnson Paul D</u> (Last) (First) (Middle) C/O 23ANDME HOLDING CO. 223 N. MATHILDA AVE (Street) SUNNYVALE CA 94086 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, General Manager-Consumer
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2021	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/01/2021		A		746,213	A	(1)	746,213	D	
Class A Common Stock	11/01/2021		A ⁽²⁾		352,004	A	\$0.00	1,098,217	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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$0.3	11/01/2021		A		656,540		(3)	05/08/2026	Class A Common Stock	656,540	(3)	656,540	D	
Stock Option (Right to Buy)	\$0.34	11/01/2021		A		161,699		(4)	09/02/2027	Class A Common Stock	161,699	(4)	161,699	D	
Stock Option (Right to Buy)	\$0.35	11/01/2021		A		293,448		(5)	04/02/2029	Class A Common Stock	293,448	(5)	293,448	D	
Stock Option (Right to Buy)	\$0.96	11/01/2021		A		983,582		(6)	09/22/2030	Class A Common Stock	983,582	(6)	983,582	D	
Stock Option (Right to Buy)	\$11.72	11/01/2021		A		264,506		(7)	10/31/2031	Class A Common Stock	264,506	\$0.00	264,506	D	

Explanation of Responses:

- Received as the share portion of the merger consideration payable in connection with the acquisition of Lemonaid Health, Inc., a Delaware corporation ("Lemonaid Health"), by 23andMe Holding Co. (the "Company") (such acquisition, the "Merger"), in exchange for 526,715 shares of common stock and 23,591 shares of preferred stock of Lemonaid Health. 535,669 of such shares of the Company's Class A common stock are subject to that certain Relinquishment Agreement (the "Relinquishment Agreement"), by and between the Company and the reporting person, dated as of November 1, 2021. Pursuant to the Relinquishment Agreement, 535,669 of such shares of the Company's Class A common stock vest over a four-year period, with 1/16 of such shares vesting every three months, beginning on February 1, 2022. The vesting of such shares is subject to certain terms and conditions, including, without limitation, the reporting person's continued service for the Company.
- Grant of restricted stock units (the "RSUs") under the Company's 2021 Incentive Equity Plan (the "Plan"). The RSUs vest over a four-year period, with an initial 25% vesting on November 1, 2022, and the remainder vesting on a quarterly basis thereafter. The vesting of the RSUs is subject to continued service for the Company, the terms and conditions of the applicable award agreement, and applicable tax withholding obligations. Each RSU represents the contingent right to receive one share of Class A common stock of the Company.
- Received in the Merger in exchange for an option to purchase 363,214 shares of common stock of Lemonaid Health. Such stock options vest over a four-year period, with 1/16 of such options vesting every three months, beginning on February 1, 2022.
- Received in the Merger in exchange for an option to purchase 89,456 shares of common stock of Lemonaid Health. Such stock options vest over a four-year period, with 1/16 of such options vesting every three months, beginning on February 1, 2022.
- Received in the Merger in exchange for an option to purchase 162,343 shares of common stock of Lemonaid Health. Such stock options vest over a four-year period, with 1/16 of such options vesting every three months, beginning on February 1, 2022.
- Received in the Merger in exchange for an option to purchase 544,142 shares of common stock of Lemonaid Health. Such stock options vest over a four-year period, with 1/16 of such options vesting every three months, beginning on February 1, 2022.
- Grant of stock options under the Plan. The stock options vest over a four-year period, with an initial 25% vesting on November 1, 2022, and the remainder vesting on a quarterly basis thereafter. The vesting of the options is subject to continued service for the Company, the terms and conditions of the applicable award agreement, and applicable tax withholding obligations.

Remarks:

/s/ Paul D. Johnson, by Kathy Hibbs, attorney-in-fact 11/03/2021

** 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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