

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

FORM 8-K/A
(Amendment No. 1)

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 10, 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 7.01 Regulation FD Disclosure

On October 10, 2023, 23andMe Holding Co. (the "Company," "23andMe," "we," "us," and "our") filed a Current Report on Form 8-K (the "Original Form 8-K") reporting that it learned that certain user profile information, which a 23andMe user (each, a "user" and collectively, the "users") creates and chooses to share with their genetic relatives in 23andMe's DNA Relatives feature, was accessed and downloaded from individual 23andMe.com (the "23andMe website") user accounts (the "incident") by a threat actor (the "threat actor"). The Company is filing this Amendment No. 1 to the Original Form 8-K (this "Amendment") to provide supplemental information regarding the incident. Except as expressly set forth herein, this Amendment does not amend the Original Form 8-K in any way and does not modify or update any other disclosures contained in the Original Form 8-K. This Amendment supplements the Original Form 8-K and should be read in conjunction with the Original Form 8-K.

On October 1, 2023, a threat actor posted online a claim to have 23andMe users' profile information. Upon learning of the incident, 23andMe immediately commenced an investigation and engaged third-party incident response experts to assist in determining the extent of any unauthorized activity. Based on its investigation, 23andMe has determined that the threat actor was able to access a very small percentage (0.1%) of user accounts in instances where usernames and passwords that were used on the 23andMe website were the same as those used on other websites that had been previously compromised or were otherwise available (the "Credential Stuffed Accounts"). The information accessed by the threat actor in the Credential Stuffed Accounts varied by user account, and generally included ancestry information, and, for a subset of those accounts, health-related information based upon the user's genetics. Using this access to the Credential Stuffed Accounts, the threat actor also accessed a significant number of files containing profile information about other users' ancestry that such users chose to share when opting in to 23andMe's DNA Relatives feature and posted certain information online. We are working to remove this information from the public domain. As of the filing date of this Amendment, the Company believes that the threat actor activity is contained.

23andMe is in the process of providing notification to users impacted by the incident as required by applicable law. While no company can ever completely eliminate the risk of a cyber attack, the Company has taken certain steps to further protect its users' data. For example, on October 10, 2023, 23andMe required all users to reset their passwords, and on November 6, 2023, 23andMe required all new and existing users to login into the 23andMe website using two-step verification going forward.

As of the filing date of this Amendment, the Company expects to incur between \$1 million and \$2 million in onetime expenses related to the incident during its fiscal third quarter ending December 31, 2023, primarily consisting of technology consulting services, legal fees, and expenses of other third-party advisors. The Company believes that such expenses and the direct or indirect business impacts of the incident could negatively affect its financial results. As of the filing date of this Amendment, the Company is not able to predict whether such direct or indirect impacts of the incident could have a material effect on its financial condition and/or results of operations for the fiscal year ending March 31, 2024.

As of the filing date of this Amendment and as a result of the incident, multiple class action claims have been filed against the Company in federal and state court in California and state court in Illinois, as well as in British Columbia and Ontario, Canada, which the Company is defending. These cases are at an early stage, and the Company cannot predict the outcome. The Company is also assessing its response to notices filed by consumers under the California Consumer Privacy Act and to inquiries from various governmental officials and agencies. The full scope of the costs and related impacts of this incident and related litigation, including, without limitation, the availability of insurance to offset some of these costs, cannot be estimated at this time.

While the Company believes the investigation into these matters is complete, the Company may become aware of new or different information or