

CareDx, Inc.
Form 4
June 23, 2016

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GAGNON NEIL

(Last) (First) (Middle)

**1370 AVENUE OF THE
AMERICAS, 24TH FLOOR**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CareDx, Inc. [CDNA]

3. Date of Earliest Transaction
(Month/Day/Year)
06/21/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 \$ (1)
Common Stock	06/21/2016		C		154,460	A	3.99
							599,644
							D
Common Stock	06/21/2016		C		7,970	A	3.99
							28,638
							I
							By self as Trustee of Gagnon Securities LLC Profit Sharing Plan
Common Stock	06/21/2016		C		22,385	A	3.99
							93,852
							I
							By Managing

Edgar Filing: CareDx, Inc. - Form 4

(1)

Member as
General
Partner of
Darwin
Partnership

Common Stock	06/21/2016	C	24,085	A	\$ 3.99 <u>(1)</u>	100,974	I
-----------------	------------	---	--------	---	--------------------------	---------	---

By Limited
Partner of
the Family
Partnership

Common Stock	06/21/2016	C	229,580	A	\$ 3.99 <u>(1)</u>	952,464	I
-----------------	------------	---	---------	---	--------------------------	---------	---

By
Managing
Member as
General
Partner of
Gagnon
Investment
Associates

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Preferred Stock	<u>(2)</u>	06/21/2016		C	154,460	<u>(2)</u> <u>(2)</u>	Common Stock	154,460
Preferred Stock	<u>(2)</u>	06/21/2016		C	7,970	<u>(2)</u> <u>(2)</u>	Common Stock	7,970
Preferred Stock	<u>(2)</u>	06/21/2016		C	22,385	<u>(2)</u> <u>(2)</u>	Common Stock	22,385

Preferred Stock	(2)	06/21/2016	C	24,085	(2)	(2)	Common Stock	24,085
Preferred Stock	(2)	06/21/2016	C	229,580	(2)	(2)	Common Stock	229,580

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAGNON NEIL 1370 AVENUE OF THE AMERICAS 24TH FLOOR NEW YORK, NY 10019			X	

Signatures

/s/ Neil Gagnon 06/23/2016

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- Pursuant to a securities purchase agreement entered into on April 12, 2016, the Reporting Person acquired units of the Company
- (1) comprising of (i) common stock, (ii) preferred stock, and (iii) warrants, at a purchase price of \$23.94 per unit (the equivalent of \$3.99 per share of common stock).
 - (2) The Series A Mandatorily Convertible Preferred Stock of the Company automatically converted into the Company's common stock on a one-for-one basis upon the affirmative vote of the Company's stockholders at the Company's 2016 Annual Meeting of Stockholders.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.