Goldberg Michael Form 4 November 13, 2017

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

OMB Number:

January 31, Expires: 2005

OMB APPROVAL

3235-0287

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Goldberg Michael

(Middle)

C/O CAREDX, INC., 3260

BAYSHORE BOULEVARD

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

CareDx, Inc. [CDNA]

3. Date of Earliest Transaction (Month/Day/Year) 11/08/2017

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

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title 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

BRISBANE, CA 94005

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

7. Nature of

Indirect

or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

Edgar Filing: Goldberg Michael - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Option to Purchase Common Stock	\$ 12.4	11/08/2017		D			61,386	<u>(1)</u>	04/08/2024	Common Stock	61,3
Option to Purchase Common Stock (3)	\$ 5.49 (4)	11/09/2017		A		37,453		(5)(6)	11/09/2024	Common Stock	37,4

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Goldberg Michael C/O CAREDX, INC.	X						
3260 BAYSHORE BOULEVARD BRISBANE, CA 94005	A						

Signatures

/s/ Peter Maag as attorney-in-fact for Michael D. Goldberg

11/10/2017

**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).
- (1) 54,992 of the shares underlying the canceled option were vested and immediately exercisable. The remaining shares underlying the cancelled option were scheduled to vest monthly in increments of 1/48th of the shares subject to the options.
 - On November 8, 2017, pursuant to the offer by CareDx, Inc. (the "Company") to exchange certain outstanding stock options for new options as more fully described in the Schedule TO-I, filed with the Securities Exchange Commission on October 12, 2017, as amended
- (2) and supplemented on October 24, 2017 and November 9, 2017(the "Exchange Offer"), the Company cancelled a stock option for 61,386 shares granted to the reporting person on April 8, 2014. In exchange for such cancelled stock option, the reporting person received a new stock option for 37,453 shares.
- (3) Represents a stock option granted pursuant to the Exchange Offer (the "New Options").
- (4) The exercise price per share equals the closing price per share of the Company's common stock, as quoted by NASDAQ, on November 9, 2017.
- (5) The New Options are scheduled to vest in three equal installments based upon the Company's achievement of certain performance goals as follows: (i) one third of the New Options vest upon the Company's determination, which has been reviewed by the Company's independent registered public accounting firm, that the Company has achieved \$10 million of total cumulative sales of Allosure, its proprietary next-generation sequencing-based test to detect donor-derived, cell-free DNA after transplantation, commencing after the completion of the Exchange Offer, (ii) one third of the New Options vest upon the Company's determination, which has been reviewed by the Company's independent registered public accounting firm, that the Company has achieved quarterly revenues of at least \$18.75

Reporting Owners 2

Edgar Filing: Goldberg Michael - Form 4

million for two consecutive fiscal quarters commencing after the completion of the Exchange Offer,

(Continued from Footnote 5) and (iii) one third of the New Options vest in the event the closing sales price of the Company's common stock is at or above \$5.00 per share, as quoted by NASDAQ, for 10 consecutive trading days after the completion of the Exchange Offer.

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.