

CareDx, Inc.

Form 3

November 12, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â GAGNON NEIL

(Last) (First) (Middle)

1370 AVENUE OF THE
AMERICAS,Â 24TH FLOOR

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/05/2014

3. Issuer Name **and** Ticker or Trading Symbol
CareDx, Inc. [CDNA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, \$0.001 par value per share

213,126 ⁽¹⁾

D

Â

Common Stock, \$0.001 par value per share

328,801

I

By Managing Member as General
Partner of Gagnon Investment
Associates

Common Stock, \$0.001 par value per share

42,308

I

By Limited Paratner of the
Family Partnership

Common Stock, \$0.001 par value per share

34,764

I

By Managing Member as General
Partner of Darwin Partnership

Common Stock, \$0.001 par value per share

6,941

I

By Neil Gagnon as Trustee of
Gagnon 1999 Grandchildren's
Trust

Common Stock, \$0.001 par value per share

6,788

I

By Neil Gagnon as Trustee of
Gagnon Securities LLC Profit

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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

Â Â X Â Â

Signatures

/s/ Neil Gagnon 11/12/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Neil Gagnon serves as the principal of Gagnon Advisers LLC and Gagnon Securities LLC each of which provide investment management services to investment vehicles and managed accounts (collectively, the "Accounts"), and as such, has investment discretion with respect to the Accounts. For the purposes of Rule 13d-3, Mr. Gagnon is deemed to beneficially own 1,180,664 shares of common stock of CareDx, Inc. Mr. Gagnon's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Accounts, if any.

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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