

CareDx, Inc.  
Form 4  
June 23, 2016

**FORM 4**

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

OMB APPROVAL

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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

(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			
							\$			
Common Stock	06/21/2016		C		154,460	A	3.99 <u>(1)</u>	599,644	D	
Common Stock	06/21/2016		C		7,970	A	\$ 3.99 <u>(1)</u>	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

									<u>(1)</u>
									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.

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(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	V (A) (D) 154,460	<u>(2)</u> <u>(2)</u>	Common Stock	154,460
Preferred Stock	<u>(2)</u>	06/21/2016		C	V (A) (D) 7,970	<u>(2)</u> <u>(2)</u>	Common Stock	7,970
Preferred Stock	<u>(2)</u>	06/21/2016		C	V (A) (D) 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).
  - (1) Pursuant to a securities purchase agreement entered into on April 12, 2016, the Reporting Person acquired units of the Company 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.