

CareDx, Inc.  
Form SC 13G/A  
February 13, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)\*

CareDx, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

14167L103

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 7

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NAME OF REPORTING PERSONS Kleiner  
 1 Perkins Caufield & Byers X-A, L.P. ("KPCB X-A")

CHECK THE APPROPRIATE BOX  
 2 IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5768,293 shares (of which 46,910 shares are issuable upon exercise of warrants), except that KPCB X Associates, LLC ("KPCB X Associates"), the general partner of KPCB X-A, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7768,293 shares (of which 46,910 shares are issuable upon exercise of warrants), except that KPCB X Associates, the general partner of KPCB X-A, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 768,293

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.6%

12 TYPE OF REPORTING PERSON PN



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NAME OF REPORTING PERSONS Kleiner  
 1 Perkins Caufield & Byers X-B, L.P. ("KPCB X-B")  
 CHECK THE APPROPRIATE BOX  
 2 IF A MEMBER OF A GROUP  
 (a)  (b)  x  
 3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 SOLE VOTING POWER  
 721,544 shares (of which 1,323 shares are issuable upon exercise of warrants), except that KPCB X Associates, the general partner of KPCB X-B, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER  
 See response to row 5.  
 SOLE DISPOSITIVE POWER

721,544 shares (of which 1,323 shares are issuable upon exercise of warrants), except that KPCB X Associates, the general partner of KPCB X-B, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 21,544

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%  
 PN

12 TYPE OF REPORTING PERSON



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NAME OF  
 REPORTING  
 1 PERSONS KPCB  
 X Associates, LLC  
 CHECK THE  
 2 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP  
 (a)  (b)   
 3 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION  
 California

NUMBER OF  
 SHARES SOLE VOTING POWER  
 BENEFICIALLY  
 OWNED BY 5 789,837 shares, of which 768,293 are directly owned by KPCB X-A (of which 46,910 shares are  
 EACH issuable upon exercise of warrants) and 21,544 are directly owned by KPCB X-B (of which  
 REPORTING 1,323 shares are issuable upon exercise of warrants). KPCB X Associates, the general partner of  
 PERSON KPCB X-A and KPCB X-B, may be deemed to have sole power to vote these shares.  
 WITH

6 SHARED VOTING POWER  
 See response to row 5.  
 SOLE DISPOSITIVE POWER

7 789,837 shares, of which 768,293 are directly owned by KPCB X-A (of which 46,910 shares are  
 issuable upon exercise of warrants) and 21,544 are directly owned by KPCB X-B (of which  
 1,323 shares are issuable upon exercise of warrants). KPCB X Associates, the general partner of  
 KPCB X-A and KPCB X-B, may be deemed to have sole power to dispose of these shares.  
 SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 789,837  
 CHECK BOX IF THE AGGREGATE  
 10 AMOUNT IN ROW (9) EXCLUDES   
 CERTAIN SHARES  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 3.7%  
 12 TYPE OF REPORTING PERSON OO





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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Kleiner Perkins Caufield & Byers X-A, L.P., a California limited partnership, Kleiner Perkins Caufield & Byers X-B, L.P., a California limited partnership and KPCB X Associates, LLC, a California limited liability company. The foregoing entities are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2016:

Amount beneficially owned:

(a)

See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b)

See Row 11 of cover page for each Reporting Person.

(c)

Number of shares as to which such person has:

(i)

Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii)

Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:  Yes

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2017

KLEINER PERKINS CAUFIELD &  
BYERS X-A, L.P., a California limited  
partnership

By: KPCB X ASSOCIATES, LLC, a  
California limited liability company, its  
general partner

By: /s/ Susan Biglieri  
Susan Biglieri, Chief Financial Officer

KLEINER PERKINS CAUFIELD &  
BYERS X-B, L.P., a California limited  
partnership

By: KPCB X ASSOCIATES, LLC, a  
California limited liability company, its  
general partner

By: /s/ Susan Biglieri  
Susan Biglieri, Chief Financial Officer

KPCB X ASSOCIATES, LLC, a  
California limited liability company

By: /s/ Susan Biglieri  
Susan Biglieri, Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on</u> <u>Sequentially</u> <u>Numbered Page</u>
Exhibit A: Agreement of Joint Filing	8

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.