

CareDx, Inc.
Form 4
July 23, 2014

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 *
BYERS BROOK H

(Last) (First) (Middle)

**C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL RD.**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or (D) Price | | | |
| Common Stock | 07/21/2014 | | C | | 2,864 | A 2,864 | D | |
| Common Stock | 07/21/2014 | | C | | 768 | A 3,632 | D | |
| Common Stock | 07/21/2014 | | C | | 663 | A 4,295 | D | |
| Common Stock | 07/21/2014 | | C | | 1,215 | A 5,510 | D | |
| Common Stock | 07/21/2014 | | C | | 1,447 | A 6,957 | D | |

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| | | | | | | | | | | |
|--------------|------------|--|---|---------|---|------------|---------|--|---|-------------------------|
| Common Stock | 07/22/2014 | | P | 526 | A | \$ 10 | 7,483 | | D | |
| Common Stock | 07/21/2014 | | C | 287,602 | A | <u>(1)</u> | 287,602 | | I | See Footnote <u>(2)</u> |
| Common Stock | 07/21/2014 | | C | 77,114 | A | <u>(1)</u> | 364,716 | | I | See Footnote <u>(3)</u> |
| Common Stock | 07/21/2014 | | C | 66,554 | A | <u>(1)</u> | 431,270 | | I | See Footnote <u>(4)</u> |
| Common Stock | 07/21/2014 | | C | 121,961 | A | <u>(1)</u> | 553,231 | | I | See Footnote <u>(5)</u> |
| Common Stock | 07/21/2014 | | C | 145,173 | A | <u>(1)</u> | 698,404 | | I | See Footnote <u>(6)</u> |
| Common Stock | 07/22/2014 | | P | 52,770 | A | \$ 10 | 751,174 | | I | See Footnote <u>(7)</u> |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Option to Purchase Common Stock | \$ 10 | 07/21/2014 | | A | 5,255 | <u>(13)</u> 07/21/2024 | Common Stock 5,255 |
| Series C Preferred Stock | <u>(1)</u> | 07/21/2014 | | C | 2,864 | <u>(1)</u> <u>(14)</u> | Common Stock 2,864 |
| | <u>(1)</u> | 07/21/2014 | | C | 768 | <u>(1)</u> <u>(14)</u> | Common Stock 768 |

| | | | | | | | | | |
|--------------------------|-----|------------|---|---------|-----|------|--|--------------|---------|
| Series D Preferred Stock | | | | | | | | Common Stock | |
| Series E Preferred Stock | (1) | 07/21/2014 | C | 663 | (1) | (14) | | Common Stock | 663 |
| Series F Preferred Stock | (1) | 07/21/2014 | C | 1,215 | (1) | (14) | | Common Stock | 1,215 |
| Series G Preferred Stock | (1) | 07/21/2014 | C | 1,447 | (1) | (14) | | Common Stock | 1,447 |
| Series C Preferred Stock | (1) | 07/21/2014 | C | 287,602 | (1) | (14) | | Common Stock | 287,602 |
| Series D Preferred Stock | (1) | 07/21/2014 | C | 77,114 | (1) | (14) | | Common Stock | 77,114 |
| Series E Preferred Stock | (1) | 07/21/2014 | C | 66,554 | (1) | (14) | | Common Stock | 66,554 |
| Series F Preferred Stock | (1) | 07/21/2014 | C | 121,961 | (1) | (14) | | Common Stock | 121,961 |
| Series G Preferred Stock | (1) | 07/21/2014 | C | 145,173 | (1) | (14) | | Common Stock | 145,173 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BYERS BROOK H C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL RD. MENLO PARK, CA 94025 | X | X | | |

Signatures

/s/ Matthew Meyer as attorney-in-fact for Brook Byers

07/23/2014

**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) Each share of the Issuer's Series C, Series D, Series E, Series F and Series G Preferred Stock converted into one share of Common Stock immediately prior to the closing of the Issuer's initial public offering without payment of consideration.
- 287,602 shares of which 279,713 shares are directly held by Kleiner Perkins Caufield & Byers X-A, LP ("KPCB X-A") and 7,889 shares are directly held by Kleiner Perkins Caufield & Byers X-B, LP ("KPCB X-B"). KPCB X Associates, LLC ("Associates") is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 118,292 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of certain individuals and entities associated with Kleiner Perkins Caufield & Byers (the "Principals") who each exercise their own voting and dispositive power over such shares.
- (2) 364,716 shares of which 354,712 shares are directly held by KPCB X-A and 10,004 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 150,008 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (3) 431,270 shares of which 419,441 shares are directly held by KPCB X-A and 11,829 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 177,381 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (4) 553,231 shares of which 538,057 shares are directly held by KPCB X-A and 15,174 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 227,543 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (5) 698,404 shares of which 679,372 shares are directly held by KPCB X-A and 19,032 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 287,305 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (6) 751,174 shares of which 730,695 shares are directly held by KPCB X-A and 20,479 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 309,009 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (7) 287,602 shares of which 279,713 shares are directly held by KPCB X-A and 7,889 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 118,292 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (8) 77,114 shares of which 74,999 shares are directly held by KPCB X-A and 2,115 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 31,716 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (9) 66,554 shares of which 64,729 shares are directly held by KPCB X-A and 1,825 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 27,373 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (10) 121,961 shares of which 118,616 shares are directly held by KPCB X-A and 3,345 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 50,162 shares held in the name of

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"KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.

- (12) 145,173 shares of which 141,315 shares are directly held by KPCB X-A and 3,858 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Associates and Mr. Byers disclaim beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B. Excludes 59,762 shares held in the name of "KPCB Holdings, Inc. as nominee" for the account of the Principals who each exercise their own voting and dispositive power over such shares.
- (13) Vests in equal monthly installments over a one-year period measured from the date of grant.
- (14) Not Applicable.

Remarks:

The Reporting Person is a managing member of Associates. The Reporting Person disclaims beneficial ownership of these shares.

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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