CareDx, Inc.
Form 4
July 24, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Group Holdings (SBS) Advisors, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH,, TX 76102

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2014

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)
___ Form filed by One Reporting Person
_X_ 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	07/22/2014		C		960,090	A	(3) (4) (5)	960,090	I	See Explanation of Responses (1) (2) (7) (8)
Common Stock	07/22/2014		P		115,000	A	(6)	1,075,090	I	See Explanation of Responses (1) (2) (7) (8)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C-1 Preferred Stock	(5)	07/22/2014		C			2,800,000	(5)	(5)	Common Stock	408,755
Series D-1 Preferred Stock	(5)	07/22/2014		C			750,750	(5)	(5)	Common Stock	109,597
Series E-1 Preferred Stock	(5)	07/22/2014		C			647,947	(5)	(5)	Common Stock	94,590
Series F-1 Preferred Stock	(5)	07/22/2014		C			1,187,372	(5)	(5)	Common Stock	173,337
Series G Preferred Stock	(5)	07/22/2014		C			727,727	(5)	(5)	Common Stock	106,236
Series G-1 Preferred Stock	(5)	07/22/2014		C			462,898	(5)	(5)	Common Stock	67,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH,, TX 76102		X		
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH,, TX 76102		X		
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH,, TX 76102		X		

Signatures

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (9)	07/24/2014
**Signature of Reporting Person	Date
/s/ Ronald Cami, on behalf of David Bonderman (9)(10)	07/24/2014
**Signature of Reporting Person	Date
/s/ Ronald Cami, on behalf of James G. Coulter (9)(10)	07/24/2014
**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) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of each of (i) TPG Biotechnology GenPar Advisors, LLC, which is the general partner of TPG Biotechnology GenPar, L.P. ("TPG Biotech GenPar"), and (ii) TPG Ventures GenPar Advisors, LLC, which is the general partner of TPG Ventures GenPar, L.P. ("TPG Ventures GenPar").

(2) TPG Biotech GenPar is the general partner of each of (i) TPG Biotechnology Partners, L.P. ("TPG Biotech"), which directly holds 595,665 shares of Common Stock ("Common Stock") of CareDx, Inc. (the "Issuer"), and (ii) TPG Biotech Reinvest AIV, L.P. ("TPG Biotech Reinvest"), which directly holds 164,113 shares of Common Stock. TPG Ventures GenPar is the general partner of each of (i) TPG Ventures, L.P. ("TPG Ventures"), which directly holds 258,189 shares of Common Stock, and (ii) TPG Ventures Reinvest AIV, L.P. ("TPG Ventures Reinvest" and, together with TPG Biotech, TPG Biotech Reinvest and TPG Ventures, the "TPG Funds"), which directly holds 57,123 shares of Common Stock.

(3) On July 22, 2014, the (a) shares of Series C-1 Preferred Stock of the Issuer (the "Series C-1 Preferred") held by the TPG Funds automatically converted into 408,755 shares of Common Stock, (b) shares of Series D-1 Preferred Stock of the Issuer (the "Series D-1 Preferred") held by the TPG Funds automatically converted into 109,597 shares of Common Stock, and (c) shares of Series E-1 Preferred Stock of the Issuer (the "Series E-1 Preferred") held by the TPG Funds automatically converted into 94,590 shares of Common Stock.

(4) Only July 22, 2014, the (a) shares of Series F-1 Preferred Stock of the Issuer (the "Series F-1 Preferred") held by the TPG Funds automatically converted into 173,337 shares of Common Stock, (b) shares of Series G Preferred Stock of the Issuer (the "Series G Preferred") held by the TPG Funds automatically converted into 106,236 shares of Common Stock, and (c) shares of Series G-1 Preferred Stock of the Issuer (the "Series G-1 Preferred" and, together with the Series C-1 Preferred, the Series D-1 Preferred, the Series E-1 Preferred, the Series F-1 Preferred and the Series G Preferred, the "Preferred Stock") held by the TPG Funds automatically converted into 67,575 shares of Common Stock.

(5) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, as amended, the shares of Preferred Stock were convertible, at the option of the holder, at any time into shares of Common Stock at initial conversion rates in each case equal to one share of Common Stock per share of Preferred Stock. The initial conversion rates were adjusted as a result of a 1-for-6.85 reverse stock split of the Issuer's Common Stock.

(6) On July 22, 2014, the TPG Funds acquired an aggregate of 115,000 shares of Common Stock at a price of $10.00 per share in connection with the Issuer's initial public offering.

(7) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each of the TPG Funds and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such TPG Fund's or such Reporting Person's pecuniary interest therein, if any.

(8) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(9) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (10) Ronald Cami i

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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