

CareDx, Inc.
Form 4/A
April 19, 2016

FORM 4

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

OMB APPROVAL

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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)
04/14/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
04/18/2016

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) (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 |
| Preferred Stock ⁽¹⁾ | 04/14/2016 | | P | | 54,450 | A | <u>(2)</u> 54,450 |
| Preferred Stock ⁽¹⁾ | 04/14/2016 | | P | | 6,705 | A | <u>(2)</u> 61,155 |
| Preferred Stock ⁽¹⁾ | 04/14/2016 | | P | | 17,585 | A | <u>(2)</u> 78,740 |
| Preferred Stock ⁽¹⁾ | 04/14/2016 | | P | | 45,390 | A | <u>(2)</u> 124,130 |
| Preferred Stock ⁽¹⁾ | 04/14/2016 | | P | | 18,730 | A | <u>(2)</u> 142,860 |

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| | | | | | | | | | |
|----------------------------|------------|--|---|---------|---|------------|---------|---|---|
| Preferred Stock <u>(1)</u> | 04/14/2016 | | P | 11,600 | A | <u>(2)</u> | 154,460 | D | |
| Preferred Stock <u>(1)</u> | 04/14/2016 | | P | 6,015 | A | <u>(2)</u> | 6,015 | I | By self as Trustee of Gagnon Securities LLC Profit Sharing Plan |
| Preferred Stock <u>(1)</u> | 04/14/2016 | | P | 1,955 | A | <u>(2)</u> | 7,970 | I | By self as Trustee of Gagnon Securities LLC Profit Sharing Plan |
| Preferred Stock <u>(1)</u> | 04/14/2016 | | P | 22,385 | A | <u>(2)</u> | 22,385 | I | By Managing Member as General Partner of Darwin Partnership |
| Preferred Stock <u>(1)</u> | 04/14/2016 | | P | 24,085 | A | <u>(2)</u> | 24,085 | I | By Limited Partner of the Family Partnership |
| Preferred Stock <u>(1)</u> | 04/14/2016 | | P | 229,580 | A | <u>(2)</u> | 229,580 | 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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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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------|

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5)

| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------|---------|------------|------|---|---------|-----|---------------------|--------------------|-----------------|----------------------------------|
| Warrant | \$ 4.98 | 04/14/2016 | P | | 32,670 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 32,670 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 4,023 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 4,023 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 10,551 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 10,551 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 27,234 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 27,234 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 11,238 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 11,238 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 6,960 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 6,960 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 3,609 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 3,609 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 1,173 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 1,173 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 13,431 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 13,431 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 14,451 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 14,451 |
| Warrant | \$ 4.98 | 04/14/2016 | P | | 137,748 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 137,748 |

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 04/19/2016

__Signature of Date
Reporting Person

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) Series A Mandatorily Convertible Preferred Stock of the Company, par value \$0.001 per share ("Preferred Stock"). Each share of Preferred Stock is convertible upon receipt of stockholder approval.
- (2) 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, assuming conversion of the Preferred Stock).
- (3) Each warrant is exercisable for a period of seven (7) years into one share of Common Stock at an initial exercise price of \$4.98 per share, subject to certain adjustments. Pursuant to the terms of the warrant, the holder of the warrant cannot exercise the warrant until the Company has obtained the requisite stockholder approval.

Remarks:

This Form 4 is being amended to disclose the Reporting Person's acquisition of Preferred Stock and warrants.

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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