

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	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. 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.