

CareDx, Inc.  
Form SC 13G/A  
February 14, 2017

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4)\***

**CareDx, Inc.**  
(Name of Issuer)

**Common Stock, \$0.001 par value per share**  
(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 the disclosures provided in a prior cover page.

The information required in 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).

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Names Of Reporting Persons

I.R.S. Identification No. Of Above  
Persons (Entities Only)

1.

**Gagnon Advisors, LLC**

2. check the appropriate box if a (a) o  
group (b) x  
3. sec use only

citizenship or place of  
organization

4.

**Delaware Limited Liability  
Company**

number of	5. sole voting power	0
shares	6. shared voting power	1,090,212
beneficially	7. sole dispositive power	0
owned by		
each	8. shared dispositive power	1,090,212
reporting		
person with:		
9.	aggregate amount beneficially owned by each reporting person	1,090,212
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="radio"/>
11.	percent of class represented by amount in row (9)	5.1%
12.	type of reporting person (See Instructions)	<b>IA, BD</b>

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Names Of Reporting Persons

I.R.S. Identification No. Of Above  
Persons (Entities Only)

1.

**Gagnon Securities LLC**

2. check the appropriate box if a (a) o  
group (b) x  
3. sec use only

citizenship or place of  
organization

4.

**Delaware Limited Liability  
Company**

number of	5. sole voting power	0
shares	6. shared voting power	1,994,022
beneficially	7. sole dispositive power	0
owned by		
each	8. shared dispositive power	2,190,442
reporting		
person with:		

9.	aggregate amount beneficially owned by each reporting person	2,190,442
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10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="radio"/>
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11.	percent of class represented by amount in row (9)	10.2%
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12.	type of reporting person (See Instructions)	<b>IA, BD</b>
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Names Of Reporting Persons

I.R.S. Identification No. Of Above  
Persons (Entities Only)

1.

**Neil Gagnon**

2. check the appropriate box if a (a) o  
group (b) x  
3. sec use only

citizenship or place of  
organization

4.

**USA**

number of	5. sole voting power	414,122
shares	6. shared voting power	3,223,226
beneficially	7. sole dispositive power	414,122
owned by		
each		
reporting	8. shared dispositive power	3,430,779
person with:		

9.	aggregate amount beneficially owned by each reporting person	3,844,901
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10. check box if the aggregate amount in  
row (9) excludes certain shares (See o  
Instructions)

11.	percent of class represented by amount in row (9)	17.8%
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12.	type of reporting person (See Instructions)	<b>IN</b>
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**Item 1.**

(a) Name of Issuer: CareDx, Inc.

(b) Address of Issuer's Principal Executive Offices: 3260 Bayshore Boulevard  
Brisbane, California 94005

**Item 2.**

Neil Gagnon has sole voting and dispositive power over 414,122 shares of the Issuer's common stock. In addition, Mr. Gagnon has shared voting power over 3,223,226 shares of the Issuer's common stock and shared dispositive power over 3,430,779 shares of the Issuer's common stock.

Mr. Gagnon is the managing member and principal owner of Gagnon Securities LLC ("GS"), an investment adviser registered with the U.S. Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and a registered broker-dealer, in its role as investment manager to several customer accounts, foundations, partnerships and trusts (collectively, the Name of "Accounts") to which it furnishes investment advice. Mr. Gagnon and GS may be deemed to share voting power with respect to 1,994,022 shares of the Issuer's common stock held in the Accounts and dispositive power with respect to 2,190,442 shares of the Issuer's common stock held in the Accounts. GS and Mr. Gagnon expressly disclaim beneficial ownership of all securities held in the Accounts.

Mr. Gagnon is also the Chief Executive Officer of Gagnon Advisors, LLC ("Gagnon Advisors"), an investment adviser registered with the SEC under the Advisers Act. Mr. Gagnon and Gagnon Advisors, in its role as investment manager to Gagnon Investment Associates, LLC ("GIA"), a private investment fund, may be deemed to share voting and dispositive power with respect to the 1,090,212 shares of the Issuer's common stock held by GIA. GS and Mr. Gagnon expressly disclaim beneficial ownership of all securities held by GIA.

(b) Address of Principal Business Office: 1370 Ave. of the Americas, 24<sup>th</sup> Floor  
or, if none, Residence: New York, NY 10019

(c) Citizenship: Gagnon Advisors, LLC: Delaware Limited Liability Company  
Gagnon Securities LLC: Delaware Limited Liability Company  
Neil Gagnon: USA

(d) Title of Class of Securities: Common Stock, \$0.001 par value per share

(e) CUSIP Number: 14167L103

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**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 13d-2(b) or (c), check whether the person filing is  
**a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount  
 (a) beneficially owned: Gagnon Advisors, LLC: 1,090,212

Gagnon Securities LLC: 2,190,442  
 Neil Gagnon: 3,844,901

(b) Percent of class: Gagnon Advisors, LLC: 5.05%  
 Gagnon Securities LLC: 10.15%  
 Neil Gagnon: 17.81%

Calculation of percentage of beneficial ownership is based on 21,583,872 shares of the Issuer's Common Stock, which is comprised of 21,277,644 outstanding shares of the Issuer's Common Stock as reported on the Issuer's Form 10-Q filed on November 14, 2016, plus an additional 306,228 warrants to purchase shares of the Issuer's Common Stock held by the Reporting Persons.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: Gagnon Advisors, LLC: 0  
 Gagnon Securities LLC: 0  
 Neil Gagnon: 414,122

(ii) Shared power to vote or to direct the vote: Gagnon Advisors, LLC: 1,090,212  
 Gagnon Securities LLC: 1,994,022  
 Neil Gagnon: 3,223,226

(iii) Sole power to dispose or to direct the disposition of: Gagnon Advisors, LLC: 0  
 Gagnon Securities LLC: 0  
 Neil Gagnon: 414,122

(iv) Shared power to dispose or to direct the disposition of: Gagnon Advisors, LLC: 1,090,212  
 Gagnon Securities LLC: 2,190,442  
 Neil Gagnon: 3,430,779

**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 o.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

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The Accounts described above in Item 2 have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their respective accounts. To the knowledge of the Reporting Persons, other than GIA, the interest in any such account does not exceed 5% of the class of securities. Except to the extent described herein, the Reporting Person disclaims beneficial ownership of all such securities.

**Items 7 – 9 Not Applicable.**



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**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Section 230.14a-11.

**SIGNATURE**

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.

February 14, 2017

Date

GAGNON  
ADVISORS, LLC

By: /s/ Neil Gagnon  
Signature

Neil Gagnon,  
Managing Member  
Name/Title

GAGNON  
SECURITIES LLC

By: /s/ Neil Gagnon  
Signature

Neil Gagnon,  
Managing Member  
Name/Title

NEIL GAGNON

/s/ Neil Gagnon  
Signature