

Nelles Mitchell J
 Form 4
 July 03, 2018

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 *
 Nelles Mitchell J

(Last) (First) (Middle)

C/O CAREDX, INC., 3260
 BAYSHORE BOULEVARD

(Street)

BRISBANE, CA 94005

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/29/2018

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)

Chief Operating Officer

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 | | |
| Common Stock | 06/29/2018 | | A | | 10,000 (1) | A | \$ 0 89,639 D |
| Common Stock | 06/29/2018 | | A | | 5,000 (2) | A | \$ 0 94,639 D |
| Common Stock | 07/02/2018 | | M | | 3,649 | A | \$ 3.7 98,288 D |
| Common Stock | 07/02/2018 | | M | | 19,250 | A | \$ 5.27 117,538 D |
| Common Stock | 07/02/2018 | | M | | 9,000 | A | \$ 2.3 126,538 D |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------|--------|---|
| Common Stock | 07/02/2018 | S | 39,649 | D | \$ 12.4823 <u>(3)</u> | 86,889 | D |
|--------------|------------|---|--------|---|-----------------------------|--------|---|

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. SEC 1474 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 12.24 | 06/29/2018 | | A | 10,000 | <u>(4)</u> 06/29/2028 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 3.7 | 07/02/2018 | | M | 3,649 | <u>(5)</u> 04/08/2020 | Common Stock | 3,649 |
| Employee Stock Option (right to buy) | \$ 5.27 | 07/02/2018 | | M | 19,250 | <u>(6)</u> 01/22/2026 | Common Stock | 19,250 |
| Employee Stock Option (right to buy) | \$ 2.3 | 07/02/2018 | | M | 9,000 | <u>(7)</u> 02/17/2027 | Common Stock | 9,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Nelles Mitchell J
C/O CAREDX, INC.
3260 BAYSHORE BOULEVARD
BRISBANE, CA 94005

Chief Operating Officer

Signatures

/s/ Peter Maag, as attorney-in-fact for Mitchell
Nelles

07/03/2018

__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) The reported securities are represented by restricted stock units, 1/4th of which shall vest on June 1, 2019 and 1/4th of which shall vest on each anniversary thereafter.
- (2) The reported securities are represented by restricted stock units, 100% of which were vested upon grant.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.25
- (3) to \$12.68, inclusive. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased or sold at each separate price.
- (4) 1/4th of the shares subject to the option shall vest on June 1, 2019 and 1/48th of the shares subject to the option shall vest monthly thereafter.
- (5) 1/4th of the shares subject to the option vested on January 1, 2011 and 1/48th of the shares subject to the option vested monthly thereafter. The shares were fully vested as of January 1, 2014.
- (6) 1/4th of the shares subject to the option vested on January 22, 2017 and 1/48th of the shares subject to the option vest monthly thereafter.
- (7) 1/4th of the shares subject to the option vested on January 27, 2018 and 1/48th of the shares subject to the option vest monthly thereafter.

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.