

Cohen Fred E  
Form 4  
November 13, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cohen Fred E

(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)  
11/08/2017

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   |                                      | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|                                       |                              |   |   |                        |  |  |   |

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| (Instr. 3)                                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |        | Date<br>Exercisable | Expiration<br>Date | Title      | Amount<br>or<br>Number<br>of Shares |
|--|------------------------------------|------------------|------------|--|--------|---------------------|--------------------|------------|-------------------------------------|
|  |                                    |                  | Code       | V  | (A)    | (D)                 |                    |            |                                     |
| Option to<br>Purchase<br>Common<br>Stock     | \$ 12.4                            | 11/08/2017       |            |  |        |                     | (1)                | 06/19/2024 | Common<br>Stock                     |
|  |                                    |                  | D          |  | 10,948 |                     |                    |            | 10,948                              |
| Option to<br>Purchase<br>Common<br>Stock (3) | \$ 5.49 (4)                        | 11/09/2017       |            |  |        |                     | (5)(6)             | 11/09/2024 | Common<br>Stock                     |
|  |                                    |                  | A          |  | 6,679  |                     |                    |            | 6,679                               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Cohen Fred E<br>C/O CAREDX, INC.<br>3260 BAYSHORE BOULEVARD<br>BRISBANE, CA 94005 |               |           | X       |       |

## Signatures

/s/ Peter Maag as attorney-in-fact for Fred E.  
Cohen

11/10/2017

\_\_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 shares underlying the cancelled option were vested and immediately exercisable.

On November 8, 2017, pursuant to the offer by CareDx, Inc. (the "Company") to exchange certain outstanding stock options for new options as more fully described in the Schedule TO-I, filed with the Securities Exchange Commission on October 12, 2017, as amended and supplemented on October 24, 2017 and November 9, 2017 (the "Exchange Offer"), the Company cancelled a stock option for 10,948 shares granted to the reporting person on June 19, 2014. In exchange for such cancelled stock option, the reporting person received a new stock option for 6,679 shares.

(3) Represents a stock option granted pursuant to the Exchange Offer (the "New Options").

(4) The exercise price per share equals the closing price per share of the Company's common stock, as quoted by NASDAQ, on November 9, 2017.

The New Options are scheduled to vest in three equal installments based upon the Company's achievement of certain performance goals as follows: (i) one third of the New Options vest upon the Company's determination, which has been reviewed by the Company's independent registered public accounting firm, that the Company has achieved \$10 million of total cumulative sales of Allosure, its proprietary next-generation sequencing-based test to detect donor-derived, cell-free DNA after transplantation, commencing after the completion of the Exchange Offer, (ii) one third of the New Options vest upon the Company's determination, which has been reviewed by the Company's independent registered public accounting firm, that the Company has achieved quarterly revenues of at least \$18.75 million for two consecutive fiscal quarters commencing after the completion of the Exchange Offer,

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- (6) (Continued from Footnote 5) and (iii) one third of the New Options vest in the event the closing sales price of the Company's common stock is at or above \$5.00 per share, as quoted by NASDAQ, for 10 consecutive trading days after the completion of the Exchange Offer.

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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