

Maag Peter
Form 4
November 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maag Peter

(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)
11/21/2018

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)
See Remarks

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)
				(A) or (D)	Price		
Common Stock	11/21/2018		M	50,000	A \$ 0.548	439,747	D
Common Stock	11/21/2018		M	37,636	A \$ 6.49	477,383	D
Common Stock	11/21/2018		M	23,158	A \$ 5.49	500,541	D
Common Stock						1,000	I
						1,000	I

As UTMA custodian for minor child ⁽¹⁾

Common
Stock

As UTMA
custodian
for minor
child (1)

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 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.548	11/21/2018		M	50,000	11/01/2012 ⁽²⁾ 10/17/2022	Common Stock	50,000
Stock Option (Right to Buy)	\$ 6.49	11/21/2018		M	37,636	⁽³⁾ 03/06/2025	Common Stock	37,636
Stock Option (Right to Buy)	\$ 5.49	11/21/2018		M	23,158	⁽⁴⁾⁽⁵⁾ 11/09/2024	Common Stock	23,158

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maag Peter C/O CAREDX, INC. 3260 BAYSHORE BOULEVARD BRISBANE, CA 94005	X		See Remarks	

Signatures

/s/ Peter Maag

11/21/2018

**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).

Shares are held of record by the Reporting Person as custodian for a minor child under the Uniform Transfer to Minors Act. The

- (1) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (2) 2/48ths of the shares subject to this option vested and became exercisable on the Date Exercisable set forth in column 6 and each month thereafter until October 1, 2013. 1/36th of the remaining shares vested and became exercisable each month thereafter.
- (3) 1/4th of the shares subject to this option vested on January 21, 2016 and 1/48th of the shares subject to this option vest monthly thereafter.

The shares subject to this option vest in three equal installments based upon the Issuer's achievement of certain performance goals as follows: (i) one third of the shares subject to the option vest upon the Issuer's determination, which has been reviewed by the Issuer's independent registered public accounting firm, that the Issuer has achieved \$10 million of total cumulative sales of Allosure, its

- (4) proprietary next-generation sequencing-based test to detect donor-derived, cell-free DNA after transplantation, commencing after November 8, 2017, (ii) one third of the shares subject to the option vest upon the Issuer's determination, which has been reviewed by the Issuer's independent registered public accounting firm, that the Issuer has achieved quarterly revenues of at least \$18.75 million for two consecutive fiscal quarters commencing after November 8, 2017
- (5) (Continued from Footnote 4) and (iii) one third of the shares subject to the option vested upon the closing sales price of the Issuer's common stock being at or above \$5.00 per share, as quoted by NASDAQ, for 10 consecutive trading days after November 8, 2017.

Remarks:

President and Chief Executive Officer

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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