

Maag Peter
Form 4
April 18, 2019

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)
04/17/2019

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)
			Code	V Amount (D) Price			
Common Stock	04/17/2019		M ⁽¹⁾	4,824 A \$ 5.49	443,230	D	
Common Stock	04/17/2019		M ⁽¹⁾	30,245 A \$ 2.3	473,475	D	
Common Stock	04/17/2019		M ⁽¹⁾	14,931 A \$ 2.8	488,406	D	
Common Stock					1,000	I	As UTMA custodian for minor child ⁽²⁾
					1,000	I	

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Common
Stock

As UTMA
custodian
for minor
child (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 5.49	04/17/2019		M	4,824	<u>(3)</u> <u>(4)</u> 11/09/2024	Common Stock	4,824
Employee Stock Option (right to buy)	\$ 2.3	04/17/2019		M	30,245	<u>(5)</u> 02/17/2027	Common Stock	30,245
Employee Stock Option (right to buy)	\$ 2.8	04/17/2019		M	14,931	<u>(6)</u> 09/01/2027	Common Stock	14,931

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maag Peter C/O CAREDX, INC.	X		See Remarks	

3260 BAYSHORE BOULEVARD
BRISBANE, CA 94005

Signatures

/s/ Peter Maag

04/18/2019

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
Shares are held of record by the Reporting Person as custodian for a minor child under the Uniform Transfer to Minors Act. The
 - (2) 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.
The shares subject to the option vest in three equal installments based upon the Issuer's achievement of certain performance goals as follows: (i) one third 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 proprietary next-generation sequencing-based test to detect donor-derived, cell-free DNA after transplantation, commencing after the completion of the offer by the
 - (3) Issuer 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"), (ii) one third vest upon the Issuer's determination,
(Continued from footnote 3) 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 the completion of the
 - (4) Exchange Offer, and (iii) one third vest in the event the closing sales price of the Issuer'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.
 - (5) 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.
 - (6) 50% of the shares subject to the option vested on September 1, 2018 and 1/72nd of the shares subject to the option vest monthly thereafter.

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. 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.