

CareDx, Inc.
Form 3/A
July 23, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Cohen Fred E

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/16/2014

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

07/16/2014

C/O TPG GLOBAL, LLC,,Â 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH,Â TXÂ 76102

(City)

(State)

(Zip)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Option to purchase Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	Â <u>(1)</u>	06/19/2024	Common Stock	10,948	\$ 12.3985	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Fred E C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â X	Â	Â	Â

Signatures

/s/ Ronald Cami on behalf of Dr. Fred E. Cohen (4)	07/23/2014
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 stock option (the "Option") reported herein was omitted from Dr. Fred Cohen's original Form 3. The shares of Common Stock, par value \$0.001 per share ("Common Stock"), of CareDx, Inc. (the "Issuer") subject to the Option will vest in equal monthly installments over the 36 months from April 15, 2014. The Option is exercisable until June 19, 2024.
- (2) Dr. Fred E. Cohen is a TPG Partner. TPG is affiliated with TPG Biotechnology Partners, L.P., TPG Biotech Reinvest AIV, L.P., TPG Ventures, L.P. and TPG Ventures Reinvest AIV, L.P. (collectively, the "TPG Funds"), which hold shares of Common Stock (the "TPG Shares").
- (3) Dr. Cohen disclaims beneficial ownership of all of the securities that are or may be beneficially owned by the TPG Funds or any of their affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Dr. Cohen is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Â

Remarks:

(4)Â RonaldÂ CamiÂ isÂ signingÂ onÂ behalfÂ ofÂ Dr.Â CohenÂ pursuantÂ toÂ theÂ authorizationÂ andÂ designationÂ I

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.