

Nelles Mitchell J
 Form 4
 November 13, 2017

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)
 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)
 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 Ownership (Instr. 4)
			(A) or (D)	Code V	Amount	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Option to Purchase Common Stock	\$ 12.4	11/08/2017	D	14,597	(1)	04/08/2024	Common Stock	14,597
Option to Purchase Common Stock (3)	\$ 5.49 (4)	11/09/2017	A	8,906	(5)(6)	11/09/2024	Common Stock	8,906

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 J. Nelles,
Ph.D. 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) 13,077 of the shares underlying the cancelled option were vested and immediately exercisable. The remaining shares underlying the cancelled option were scheduled to vest monthly in increments of 1/48th of the shares subject to the options.
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 14,597 shares granted to the reporting person on April 8, 2014. In exchange for such cancelled stock option, the reporting person received a new stock option for 8,906 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.
- (5) 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

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million for two consecutive fiscal quarters commencing after the completion of the Exchange Offer,

- (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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