

King Sasha
Form 4
April 12, 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 *
King Sasha

(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)
04/12/2019

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)

Chief Commercial 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/12/2019		M ⁽¹⁾		1,250	A	\$ 1	75,137	D
Common Stock	04/12/2019		M ⁽¹⁾		1,041	A	\$ 1.07	76,178	D
Common Stock	04/12/2019		M ⁽¹⁾		416	A	\$ 2.8	76,594	D
Common Stock	04/12/2019		M ⁽¹⁾		4,167	A	\$ 5.9	80,761	D
Common Stock	04/12/2019		M ⁽¹⁾		5,833	A	\$ 6.31	86,594	D

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Common Stock	04/12/2019		<u>S</u> ⁽¹⁾	10,000	D	\$ 29.8064 <u>(2)</u>	76,594		D
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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1	04/12/2019		M	1,250	<u>(3)</u> 04/21/2027	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 1.07	04/12/2019		M	1,041	<u>(4)</u> 06/09/2027	Common Stock	1,041
Employee Stock Option (right to buy)	\$ 2.8	04/12/2019		M	416	<u>(5)</u> 09/01/2027	Common Stock	416
Employee Stock Option (right to buy)	\$ 5.9	04/12/2019		M	4,167	<u>(6)</u> 10/27/2027	Common Stock	4,167
Employee Stock Option	\$ 6.31	04/12/2019		M	5,833	<u>(7)</u> 01/19/2028	Common Stock	5,833

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
King Sasha C/O CAREDX, INC. 3260 BAYSHORE BOULEVARD BRISBANE, CA 94005			Chief Commercial Officer	

Signatures

/s/ Peter Maag, as attorney-in-fact for Sasha King 04/12/2019

__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.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.50
- (2) to \$31.43, inclusive. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased or sold at each separate price.
- (3) 25% of the shares subject to the option vested on March 30, 2018 and 1/48th of the shares subject to the option vest monthly thereafter.
- (4) 25% of the shares subject to the option vested on June 9, 2018 and 1/48th of the shares subject to the option vest monthly thereafter.
- (5) 50% of the shares subject to the option vested on September 1, 2018 and 1/48th of the shares subject to the option vest monthly thereafter.
- (6) 1/4th of the shares subject to the option vested on October 20, 2018 and 1/48th of the shares subject to the option vest monthly thereafter.
- (7) 1/4th of the shares subject to the option vested on January 19, 2019 and 1/48th of the shares subject to the option vest monthly thereafter.

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.