

Bell Michael Brian
Form 4
February 19, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bell Michael Brian

(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)
02/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/15/2019		M ⁽¹⁾	V Amount (A) or (D) Price	5,000 A \$ 1 82,198	D	
Common Stock	02/15/2019		M ⁽¹⁾	5,694 A \$ 2.8 87,892	D		
Common Stock	02/15/2019		M ⁽¹⁾	13,925 A \$ 5.9 101,817	D		
Common Stock	02/15/2019		M ⁽¹⁾	3,503 A \$ 6.31 105,320	D		
Common Stock	02/15/2019		S ⁽¹⁾	28,122 D \$ 25.4 77,198	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1	02/15/2019		M		5,000		<u>(3)</u>	04/21/2027	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 2.8	02/15/2019		M		5,694		<u>(4)</u>	09/01/2027	Common Stock	5,694
Employee Stock Option (right to buy)	\$ 5.9	02/15/2019		M		13,925		<u>(5)</u>	10/27/2027	Common Stock	13,925
Employee Stock Option (right to buy)	\$ 6.31	02/15/2019		M		3,503		<u>(6)</u>	01/19/2028	Common Stock	3,503

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bell Michael Brian C/O CAREDX, INC.	Chief Financial Officer

3260 BAYSHORE BOULEVARD
BRISBANE, CA 94005

Signatures

/s/ Michael Bell

02/19/2019

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 \$25.00
- (2) to \$25.63, 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) 1/4th of the shares subject to the option vested on April 21, 2018 and 1/48th of the shares subject to the option vest monthly thereafter.
- (4) 1/2 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.
- (5) 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.
- (6) 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.

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