

Maag Peter
Form 4
February 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
01/28/2019

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 or (D) Price | | |
| Common Stock | 02/04/2019 | | A | | 48,000 ⁽¹⁾ \$ 0 | 438,845 | D |
| Common Stock | 02/04/2019 | | A | | 48,000 ⁽²⁾ \$ 0 | 486,845 | D |
| Common Stock | 02/04/2019 | | F ⁽³⁾ | | 1,128 \$ 27.17 | 485,717 | D |
| Common Stock | | | | | | 1,000 | I |
| | | | | | | 1,000 | I |

As UTMA custodian for minor child ⁽⁴⁾

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Common
Stock

As UTMA
custodian
for minor
child ⁽⁴⁾

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 (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) | \$ 27.17 | 02/04/2019 | | A | 96,000 | ⁽⁵⁾ 02/04/2029 | Common Stock 96,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Maag Peter C/O CAREDX, INC. 3260 BAYSHORE BOULEVARD BRISBANE, CA 94005 | X | | See Remarks | |

Signatures

/s/ Peter Maag 02/05/2019
 __Signature of Date
 Reporting Person

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 reported securities are represented by restricted stock units, 1/4th of which shall vest on February 4, 2019 and 1/4th of which shall vest on each anniversary thereafter.
- (2) The reported securities are represented by restricted stock units, 100% of which were vested upon grant.
- (3) These shares were withheld by the Issuer in order to satisfy certain tax withholding obligations in connection with the issuance of shares upon the immediate vesting of restricted stock units.
Shares are held of record by the Reporting Person as custodian for a minor child under the Uniform Transfer to Minors Act. The
- (4) 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.
- (5) 1/4th of the shares subject to the option shall vest on February 4, 2019 and 1/48th of the shares subject to the option shall 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.