

CareDx, Inc.
Form 8-K
June 26, 2018

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): June 20, 2018

CAREDX, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of

Incorporation)

001-36536
(Commission

File Number)
3260 Bayshore Boulevard

94-3316839
(IRS Employer

Identification No.)

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Brisbane, California 94005

(Address of Principal Executive Offices) (Zip Code)

(415) 287-2300

Registrant's telephone number, including area code

N/A

(Former Name, or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 20, 2018, CareDx, Inc. (the Company) held its 2018 Annual Meeting of Stockholders (the Meeting). At the Meeting, the Company's stockholders approved an amendment to the Company's 2014 Equity Incentive Plan (the 2014 Plan) to increase the number of shares of common stock that may be issued under the 2014 Plan by 1,600,000 shares and to eliminate the fixed share cap included in the evergreen provision.

The amendment to the 2014 Plan had been previously approved, subject to stockholder approval, by the Company's Board of Directors. The amendment to the 2014 Plan became effective immediately upon stockholder approval at the Meeting. The 2014 Plan, as amended, is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 20, 2018, the Company held the Meeting. Of the 35,253,393 shares of common stock outstanding as of April 23, 2018, the record date for the Meeting, 30,759,654 shares were represented at the meeting in person or by proxy, constituting 87.25% of the outstanding shares entitled to vote and constituting a quorum for the transaction of business.

At the Meeting, the Company's stockholders considered three proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 30, 2018:

Set forth below is a brief description of each matter voted upon at the Meeting and the voting results with respect to each matter.

Proposal No. 1 To elect two Class I directors to serve until the 2021 annual meeting of stockholders or until their successors are duly elected and qualified.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------------|------------|----------------|------------------|
| George W. Bickerstaff, III | 14,652,759 | 5,677,630 | 10,429,265 |
| Ralph Snyderman, M.D. | 14,552,953 | 5,777,436 | 10,429,265 |

Proposal No. 2 To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 30,581,200 | 19,596 | 158,858 | |

Proposal No. 3 To approve an amendment to the 2014 Plan to increase the number of shares of common stock that may be issued under the 2014 Plan by 1,600,000 shares and to eliminate the fixed share cap included in the evergreen provision.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 11,267,670 | 8,073,965 | 988,754 | 10,429,265 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Number | Description |
|---------------|-------------------------------------------------------------|
| 10.1 | <u>CareDx, Inc. 2014 Equity Incentive Plan, as amended.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 26, 2018

CAREDX, INC.

By: /s/ Michael Bell
Michael Bell

Chief Financial Officer