

CareDx, Inc.
Form 3/A
July 23, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cohen Fred E | | (Month/Day/Year) | CareDx, Inc. [CDNA] | |
| (Last) | (First) | (Middle) | 07/16/2014 | |
| C/O TPG GLOBAL, LLC,,Â 301 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| COMMERCE STREET, SUITE | | | (Check all applicable) | 07/16/2014 |
| 3300 | | | <input checked="" type="checkbox"/> Director | |
| (Street) | | | <input type="checkbox"/> 10% Owner | |
| | | | <input type="checkbox"/> Officer | |
| | | | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | (give title below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| FORT WORTH,Â TXÂ 76102 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|---|--------------|------------|-----------------|--------|------------|----------------------------------|---|
| Option to purchase Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | Â <u>(1)</u> | 06/19/2024 | Common Stock | 10,948 | \$ 12.3985 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cohen Fred E C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | Â X | Â | Â | Â |

Signatures

/s/ Ronald Cami on behalf of Dr. Fred E.
Cohen (4) 07/23/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 stock option (the "Option") reported herein was omitted from Dr. Fred Cohen's original Form 3. The shares of Common Stock, par value \$0.001 per share ("Common Stock"), of CareDx, Inc. (the "Issuer") subject to the Option will vest in equal monthly installments over the 36 months from April 15, 2014. The Option is exercisable until June 19, 2024.
 - (2) Dr. Fred E. Cohen is a TPG Partner. TPG is affiliated with TPG Biotechnology Partners, L.P., TPG Biotech Reinvest AIV, L.P., TPG Ventures, L.P. and TPG Ventures Reinvest AIV, L.P. (collectively, the "TPG Funds"), which hold shares of Common Stock (the "TPG Shares").
 - (3) Dr. Cohen disclaims beneficial ownership of all of the securities that are or may be beneficially owned by the TPG Funds or any of their affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Dr. Cohen is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Â

Remarks:

(4)Â RonaldÂ CamiÂ isÂ signingÂ onÂ behalfÂ ofÂ Dr.Â CohenÂ pursuantÂ toÂ theÂ authorizationÂ andÂ designationÂ I

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.