

Bell Michael Brian
 Form 4
 February 19, 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 *
 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
 Officer (give title below) ___ Other (specify below)
 Chief Financial 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2019		M ⁽¹⁾		5,000	A	\$ 1 82,198
Common Stock	02/15/2019		M ⁽¹⁾		5,694	A	\$ 2.8 87,892
Common Stock	02/15/2019		M ⁽¹⁾		13,925	A	\$ 5.9 101,817
Common Stock	02/15/2019		M ⁽¹⁾		3,503	A	\$ 6.31 105,320
Common Stock	02/15/2019		S ⁽¹⁾		28,122	D	\$ 25.4 77,198

⁽²⁾

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
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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