

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <b>Maag Peter</b>			2. Issuer Name and Ticker or Trading Symbol <b>CareDx, Inc. [ CDNA ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/05/2020</b>						
C/O CAREDX, INC. 1 TOWER PLACE, 9TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
SOUTH SAN FRANCISCO CA 94080									

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	(A) or (D)	Price			
Common Stock	08/05/2020		M <sup>(1)</sup>		3,160	A	\$5.49	425,134	D	
Common Stock	08/05/2020		M <sup>(1)</sup>		9,848	A	\$5.27	434,982	D	
Common Stock	08/05/2020		S <sup>(1)</sup>		600	D	\$34.856 <sup>(2)</sup>	434,382	D	
Common Stock	08/05/2020		S <sup>(1)</sup>		5,808	D	\$36.5907 <sup>(3)</sup>	428,574	D	
Common Stock	08/05/2020		S <sup>(1)</sup>		6,600	D	\$37.1071 <sup>(4)</sup>	421,974	D	
Common Stock								1,000	I	As UTMA custodian for minor child <sup>(5)</sup>
Common Stock								1,000	I	As UTMA custodian for minor child <sup>(5)</sup>

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$5.49	08/05/2020		M <sup>(1)</sup>		3,160		(6) <sup>(7)</sup>	11/09/2024	Common Stock	3,160	\$0	15,174	D	
Employee Stock Option (right to buy)	\$5.27	08/05/2020		M <sup>(1)</sup>		9,848		(8)	01/22/2026	Common Stock	9,848	\$0	13,281	D	

Explanation of Responses:

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person, dated May 5, 2020.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$34.56 to \$35.16, 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 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$35.68 to \$36.615, 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 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$36.7 to \$37.545, 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 at each separate price.
- Shares are held of record by the Reporting Person as custodian for a minor child under the Uniform Transfer to Minors Act. The 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.
- The shares subject to the option vest in three equal installments based upon the Issuer's achievement of certain performance goals as follows: (i) one third vest upon the Issuer's determination, which has been

reviewed by the Issuer's independent registered public accounting firm, that the Issuer has achieved \$10 million of total cumulative sales of Allosure, its proprietary next-generation sequencing-based test to detect donor-derived, cell-free DNA after transplantation, commencing after the completion of the offer by the Issuer to exchange certain outstanding stock options for new options as more fully described in the Schedule TO-I, filed with the Securities Exchange Commission on October 12, 2017, as amended, and supplemented on October 24, 2017 and November 9, 2017 (the "Exchange Offer"), (ii) one third vest upon the Issuer's determination,

7. (Continued from footnote 6) which has been reviewed by the Issuer's independent registered public accounting firm, that the Issuer has achieved quarterly revenues of at least \$18.75 million for two consecutive fiscal quarters commencing after the completion of the Exchange Offer, and (iii) one third vest in the event the closing sales price of the Issuer's common stock is at or above \$5.00 per share, as quoted by NASDAQ, for 10 consecutive trading days after the completion of the Exchange Offer.

8. 1/4th of the shares subject to the option vested on January 22, 2017 and 1/48th of the shares subject to the option vest monthly thereafter.

**Remarks:**

/s/ Peter Maag

08/07/2020

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**