

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Maag Peter</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>CareDx, Inc. [CDNA]</u> | | | 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) Chief Executive Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/06/2020</u> | | | 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 | | |
| C/O CAREDX, INC. 1 TOWER PLACE, 9TH FLOOR | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 07/06/2020 | | A | | 40,000 ⁽¹⁾ | A | \$0 | 421,974 | D | |
| Common Stock | 07/06/2020 | | M | | 2,777 | A | \$2.8 | 424,751 | D | |
| Common Stock | 07/06/2020 | | M | | 1,983 | A | \$2.3 | 426,734 | D | |
| Common Stock | 07/06/2020 | | M | | 5,240 | A | \$5.27 | 431,974 | D | |
| Common Stock | 07/06/2020 | | s ⁽²⁾ | | 10,000 | D | \$34.2098 ⁽³⁾ | 421,974 | D | |
| Common Stock | | | | | | | | 1,000 | I | As UTMA custodian for minor child ⁽⁴⁾ |
| Common Stock | | | | | | | | 1,000 | I | As UTMA custodian for minor child ⁽⁴⁾ |

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 | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$34.49 | 07/06/2020 | | A | | 20,000 | | ⁽⁵⁾ | 07/06/2030 | Common Stock | 20,000 | \$0 | 20,000 | D | |
| Employee Stock Option (right to buy) | \$2.8 | 07/06/2020 | | M | | 2,777 | | ⁽⁶⁾ | 09/01/2027 | Common Stock | 2,777 | \$0 | 7,292 | D | |
| Employee Stock Option (right to buy) | \$2.3 | 07/06/2020 | | M | | 1,983 | | ⁽⁷⁾ | 02/17/2027 | Common Stock | 1,983 | \$0 | 16,250 | D | |
| Employee Stock Option (right to buy) | \$5.27 | 07/06/2020 | | M | | 5,240 | | ⁽⁸⁾ | 01/22/2026 | Common Stock | 5,240 | \$0 | 23,129 | D | |

Explanation of Responses:

- The reported securities are represented by restricted stock units, 1/4th of which shall vest on July 6, 2021 and 1/4th of which shall vest on each anniversary thereafter.
- The shares were sold 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 sold in multiple transactions at prices ranging from \$34.01 to \$34.67, 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.

4. 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.

5. 1/4th of the shares subject to the option shall vest on July 6, 2021 and 1/48th of the shares subject to the option shall vest monthly thereafter.

6. 50% 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.

7. 1/4th of the shares subject to the option vested on January 27, 2018 and 1/48th of the shares subject to the option vest monthly thereafter.

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

07/07/2020

** 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.

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