

CareDx, Inc.
Form 4
July 23, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**KLEINER PERKINS CAUFIELD &
BYERS X A LP**

(Last) (First) (Middle)

2750 SAND HILL RD.,

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CareDx, Inc. [CDNA]

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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	07/21/2014		C		287,602	A	11 287,602
Common Stock	07/21/2014		C		77,114	A	11 364,716
Common Stock	07/21/2014		C		66,554	A	11 431,270
Common Stock	07/21/2014		C		121,961	A	11 553,231
Common Stock	07/21/2014		C		145,173	A	11 698,404
	07/22/2014		P		52,770	A	\$ 10 751,174

Common
Stock

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Preferred Stock	(1)	07/21/2014		C	287,602	(1) (13)	Common Stock	287,602	
Series D Preferred Stock	(1)	07/21/2014		C	77,114	(1) (13)	Common Stock	77,114	
Series E Preferred Stock	(1)	07/21/2014		C	66,554	(1) (13)	Common Stock	66,554	
Series F Preferred Stock	(1)	07/21/2014		C	121,961	(1) (13)	Common Stock	121,961	
Series G Preferred Stock	(1)	07/21/2014		C	145,173	(1) (13)	Common Stock	145,173	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLEINER PERKINS CAUFIELD & BYERS X A LP 2750 SAND HILL RD. MENLO PARK, CA 94025	X
KLEINER PERKINS CAUFIELD & BYERS X B LP KLEINER PERKINS CAUFIELD & BYERS	X

2750 SAND HILL ROAD
MENLO PARK, CA 94025

KPCB X ASSOCIATES LLC
KLEINER PERKINS CAUFIELD & BYERS
2750 SAND HILL ROAD
MENLO PARK, CA 94025

X

Signatures

/s/ Paul Vronsky, General Counsel 07/23/2014

 **Signature of Reporting Person Date

/s/ Paul Vronsky, General Counsel 07/23/2014

 **Signature of Reporting Person Date

/s/ Paul Vronsky, General Counsel 07/23/2014

 **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) Each share of the Issuer's Series C, Series D, Series E, Series F and Series G Preferred Stock converted into one share of Common Stock immediately prior to the closing of the Issuer's initial public offering without payment of consideration.

(2) 279,713 securities are directly held by Kleiner Perkins Caufield & Byers X-A, LP ("KPCB X-A") and 7,889 securities are directly held by Kleiner Perkins Caufield & Byers X-B, LP, ("KPCB X-B"). The managing member of KPCB X-A and KPCB X-B is KPCB X Associates, LLC ("KPCB X Associates"). The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 121,156 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(3) 354,712 securities are directly held by KPCB X-A and 10,004 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 153,640 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(4) 419,441 securities are directly held by KPCB X-A and 11,829 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 181,676 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(5) 538,057 securities are directly held by KPCB X-A and 15,174 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 233,053 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(6) 679,372 securities are directly held by KPCB X-A and 19,032 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 294,262 shares in the aggregate beneficially

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owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(7) 730,965 shares are directly held by KPCB X-A and 20,479 shares are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 316,492 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(8) 279,713 securities are directly held by KPCB X-A and 7,889 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 121,156 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(9) 74,999 securities are directly held by KPCB X-A and 2,115 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 32,484 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(10) 64,729 securities are directly held by KPCB X-A and 1,825 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 28,036 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(11) 118,616 securities are directly held by KPCB X-A and 3,345 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 51,377 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(12) 141,315 securities are directly held by KPCB X-A and 3,858 securities are directly held by KPCB X-B. The managing member of KPCB X-A and KPCB X-B is KPCB X Associates. The voting and dispositive control over the shares is shared by individual managing directors of KPCB X Associates, none of whom has veto power. Excludes 61,209 shares in the aggregate beneficially owned by Brook H. Byers, a member of the Issuer's board of directors and individuals and entities affiliated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities each of whom exercises their own voting and dispositive control over such shares.

(13) Not Applicable.

Remarks:

KPCB X Associates and its respective managing directors and members disclaim beneficial ownership of these shares except t

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