

CareDx, Inc.  
Form 3  
November 12, 2014

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol                     |  |
| Â GAGNON NEIL                             |         | (Month/Day/Year)                     | CareDx, Inc. [CDNA]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 11/05/2014                           |  |  |
| 1370 AVENUE OF THE AMERICAS,Â 24TH FLOOR  |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input checked="" type="checkbox"/> 10% Owner        |
|   |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
| NEW YORK,Â NYÂ 10019                      |         |                                      | (give title below)   | (specify below)                                      |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**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)                 |
|---|---|--|---|
| Common Stock, \$0.001 par value per share | 213,126 <sup>(1)</sup>                                | D  | Â   |
| Common Stock, \$0.001 par value per share | 328,801   | I  | By Managing Member as General Partner of Gagnon Investment Associates |
| Common Stock, \$0.001 par value per share | 42,308  | I  | By Limited Paratner of the Family Partnership                         |
| Common Stock, \$0.001 par value per share | 34,764  | I  | By Managing Member as General Partner of Darwin Partnership           |
| Common Stock, \$0.001 par value per share | 6,941   | I  | By Neil Gagnon as Trustee of Gagnon 1999 Grandchildren's Trust        |
| Common Stock, \$0.001 par value per share | 6,788   | I  | By Neil Gagnon as Trustee of Gagnon Securities LLC Profit             |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GAGNON NEIL<br>1370 AVENUE OF THE AMERICAS<br>24TH FLOOR<br>NEW YORK, NY 10019 | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Neil Gagnon                      11/12/2014  
 \*\*Signature of                      Date  
 Reporting Person

## 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).
- Neil Gagnon serves as the principal of Gagnon Advisers LLC and Gagnon Securities LLC each of which provide investment management services to investment vehicles and managed accounts (collectively, the "Accounts"), and as such, has investment discretion with respect to the Accounts. For the purposes of Rule 13d-3, Mr. Gagnon is deemed to beneficially own 1,180,664 shares of common stock of CareDx, Inc. Mr. Gagnon's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Accounts, if any.

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.