

CareDx, Inc.
Form SC 13G/A
February 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

 CareDx, Inc.

(Name of Issuer)

 Common Stock, par value \$0.001 per share

(Title of Class of Securities)

 14167L103

(CUSIP Number)

 December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSON

1

TPG Group Holdings (SBS) Advisors, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF

- 0 -

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

174,378

SOLE DISPOSITIVE POWER

OWNED BY

7

EACH

- 0 -

REPORTING PERSON

SHARED DISPOSITIVE POWER

8

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

174,378

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

0.8% (1)
12 TYPE OF REPORTING
PERSON

CO

(1) Based on a total of 21,277,644 shares of Common Stock (as defined below) of the Issuer (as defined below) outstanding as of November 10, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on November 14, 2016.

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NAME OF REPORTING PERSON

1

TPG Biotech Advisors, Inc.
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE
OF ORGANIZATION

Delaware

SOLE VOTING
POWER

NUMBER OF

5
- 0 -

SHARES

6
SHARED VOTING
POWER

BENEFICIALLY OWNED

7
74,378
SOLE
DISPOSITIVE
POWER

EACH

- 0 -

REPORTING PERSON

8
SHARED
DISPOSITIVE
POWER

WITH:

174,378

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING

PERSON

174,378

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

12 0.8% (2)
TYPE OF REPORTING
PERSON

CO

(2) Based on a total of 21,277,644 shares of Common Stock outstanding as of November 10, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2016.

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NAME OF REPORTING PERSON

1

David Bonderman
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States
SOLE VOTING
POWER

5
NUMBER OF

- 0 -

6
SHARES SHARED VOTING
POWER

BENEFICIALLY OWNED

174,378
SOLE
DISPOSITIVE
POWER

7
BY EACH

- 0 -

8
REPORTING PERSON SHARED
DISPOSITIVE
POWER

WITH: 174,378

9
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

174,378

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 9

12 0.8% (3)
TYPE OF REPORTING
PERSON

IN

(3) Based on a total of 21,277,644 shares of Common Stock outstanding as of November 10, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2016.

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NAME OF REPORTING PERSON

1

James G. Coulter
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States
SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶ SHARED VOTING
POWER

BENEFICIALLY⁷ 174,378

OWNED⁸ SOLE
BY⁹ DISPOSITIVE
POWER

EACH - 0 -

REPORTING⁸ SHARED
PERSON⁹ DISPOSITIVE
POWER

WITH: 174,378

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

174,378

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

0.8% (4)
12 TYPE OF REPORTING
PERSON

IN

(4) Based on a total of 21,277,644 shares of Common Stock outstanding as of November 10, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2016.

Name of
Issuer:
Item 1 (a). CareDx, Inc.
(the "Issuer")
Address of
Issuer's
Principal
Executive
Offices:

Item 1 (b).

3260 Bayshore
Boulevard

Brisbane, CA
94005

Item 2 (a). Name of
Person Filing:

This
Amendment
No. 1 to
Schedule 13G
is being filed
jointly by TPG
Group
Holdings
(SBS)
Advisors, Inc.,
a Delaware
corporation
("Group
Advisors"),
TPG Biotech
Advisors, Inc.,
a Delaware
corporation
("Biotech
Advisors"),
David
Bonderman
and James G.
Coulter (each,
a "Reporting

Person” and,
together with
Group
Advisors and
Biotech
Advisors, the
“Reporting
Persons”),
pursuant to an
Agreement of
Joint Filing
incorporated
by reference
herein in
accordance
with Rule
13d-1(k)(1)
under the Act.

Group
Advisors is the
general partner
of TPG Group
Holdings
(SBS), L.P., a
Delaware
limited
partnership,
which is the
sole member of
TPG Holdings
I-A, LLC, a
Delaware
limited liability
company,
which is the
general partner
of TPG
Holdings I,
L.P., a
Delaware
limited
partnership,
which is the
sole member of
each of (i)
TPG
Biotechnology
GenPar

Advisors,
LLC, a
Delaware
limited liability
company,
which is the
general partner
of TPG
Biotechnology
GenPar, L.P.
(“TPG Biotech
GenPar”), a
Delaware
limited
partnership,
which directly
holds 15,315
shares of
Common
Stock, and (ii)
TPG Ventures
GenPar
Advisors,
LLC, a
Delaware
limited liability
company,
which is the
general partner
of TPG
Ventures
GenPar, L.P.
(“TPG Ventures
GenPar”), a
Delaware
limited
partnership,
which directly
holds 144,879
shares of
Common
Stock.

Biotech
Advisors is the
general partner
of each of
(i) TPG
Biotech

Equity, L.P., a Delaware limited partnership (“TPG Biotech Equity”), which directly holds 3,219 shares of Common Stock, and (ii) TPG Ventures Professionals, L.P., a Delaware limited partnership (“TPG Ventures Professionals”) and, together with TPG Biotech GenPar, TPG Ventures GenPar and TPG Biotech Equity, the “TPG Funds”), which directly holds 10,965 shares of Common Stock.

Because of Group Advisors’ and Biotech Advisors’ relationship to the TPG Funds, Group Advisors and Biotech Advisors may be deemed to beneficially own the shares of Common

Stock directly held by the TPG Funds. David Bonderman and James G. Coulter are sole shareholders of each of Group Advisors and Biotech Advisors, and may therefore be deemed to beneficially own the shares of Common Stock held by the TPG Funds. Messrs. Bonderman and Coulter disclaim beneficial ownership of the shares of Common Stock except to the extent of their pecuniary interest therein.

Item 2 (b). Address of Principal Business Office or, if none, Residence:

The principal business address of each of the Reporting Persons is as follows:

c/o TPG
Global, LLC

301 Commerce
Street, Suite
3300

Fort Worth,
Texas 76102
Citizenship:
See responses

Item 2 (c). to Item 4 on
each cover
page.
Title of Class
of Securities:

Item 2 (d). Common
Stock
(“Common
Stock”), par
value \$0.001
per share.
CUSIP

Item 2 (e). Number:
14167L103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

(k)

If filing as a non-U.S. institution in accordance with

§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) AMOUNT BENEFICIALLY OWNED:

See responses to Item 9 on each cover page.

(b) PERCENT OF CLASS:

See responses to Item 11 on each cover page.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 5 on each cover page.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 6 on each cover page.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 7 on each cover page.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 8 on each cover page.

**Item 5.
Ownership of
Five Percent
or Less of a
Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6.
Ownership of
More than
Five Percent
on Behalf of
Another
Person**

Not Applicable.

**Item 7.
Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security
Being
Reported on
By the Parent
Holding
Company or
Control
Person**

See response
to Item 2(a)
above.

**Item 8.
Identification
and
Classification
of Members
of the Group**
Not
Applicable.

**Item 9. Notice
of Dissolution
of Group**
Not
Applicable.

Item 10. Certifications
Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2017

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

TPG Biotech Advisors, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

David Bonderman

By: /s/ Clive Bode

Name: Clive Bode, on behalf of David Bonderman (5)

James G. Coulter

By: /s/ Clive Bode

Name: Clive Bode, on behalf of James G. Coulter (6)

(5) Clive Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Bonderman on June 22, 2015 (SEC File No. 005-87680).

(6) Clive Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Coulter on June 22, 2015 (SEC File No. 005-87680).

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Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.*

* Incorporated herein by reference to the Agreement of Joint Filing by TPG Group Holdings (SBS) Advisors, Inc., TPG Advisors VI, Inc., TPG Advisors V, Inc., TPG Biotech Advisors, Inc., David Bonderman and James G. Coulter, dated as of October 13, 2016, which was previously filed with the Commission as Exhibit 1 to Schedule 13D filed by TPG Group Holdings (SBS) Advisors, Inc., TPG Advisors VI, Inc., TPG Advisors V, Inc., TPG Biotech Advisors, Inc., David Bonderman and James G. Coulter on October 13, 2016.

