

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

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**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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CUSIP No. 14167L103 13G Page 2 of 10

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

OWNED BY

DISPOSITIVE POWER

7

EACH

- 0 -

REPORTING PERSON

SHARED DISPOSITIVE POWER

8

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% (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.

CUSIP No. 14167L103 13G Page 3 of 10

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  
CITIZENSHIP OR PLACE  
4 OF ORGANIZATION

Delaware

SOLE VOTING  
POWER

NUMBER 5  
OF

- 0 -

SHARES 6 SHARED VOTING  
POWER

BENEFICIALLY 174,378

SOLE  
OWNED 7 DISPOSITIVE  
BY POWER

EACH - 0 -

REPORTING 8 SHARED  
DISPOSITIVE  
PERSON 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.

CUSIP No. 14167L103 13G Page 4 of 10

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   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

0.8% (3)  
12 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.



CUSIP No. 14167L103 13G Page 5 of 10

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

NUMBER<sup>5</sup>  
OF

- 0 -

SHARES<sup>6</sup>

SHARED VOTING  
POWER

BENEFICIALLY<sup>7</sup> 174,378

OWNED  
BY<sup>7</sup> SOLE  
DISPOSITIVE  
POWER

EACH - 0 -

REPORTING  
PERSON<sup>8</sup> 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

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.

**Item 1 (a).** Name of  
Issuer:  
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.

Page 8 of 10

**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).

Page 9 of 10

**Exhibit Index**

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

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\* 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.

