

CareDx, Inc.
Form 8-K
September 21, 2016

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): September 21, 2016

CAREDX, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of

Incorporation)

001-36536
(Commission

File Number)
3260 Bayshore Boulevard

94-3316839
(IRS Employer

Identification No.)

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Brisbane, California 94005

(Address of Principal Executive Offices) (Zip Code)

(415) 287-2300

Registrant's telephone number, including area code

N/A

(Former Name, or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On September 21, 2016, CareDx, Inc. (the *Company*) entered into a purchase agreement (the *Purchase Agreement*) with Piper Jaffray & Co. (the *Representative*), as representative of the several underwriters named therein (the *Underwriters*), relating to an underwritten public offering (the *Offering*) of 2,250,000 shares of the *Company*'s common stock (*Common Stock*). The public offering price is \$4.00 per share of *Common Stock* and the *Underwriters* have agreed to purchase the *Common Stock* pursuant to the *Underwriting Agreement* at a price of \$3.75 per share. Under the terms of the *Purchase Agreement*, the *Company* also granted to the *Underwriters* an option, exercisable in whole or in part at any time for a period of 30 days from the date of the closing of the *Offering*, to purchase up to an additional 337,500 shares of *Common Stock* at the public offering price to cover over-allotments, if any.

The *Offering* is being made pursuant to the *Company*'s registration statement on Form S-3 (File No. 333-206277), which was declared effective by the Securities and Exchange Commission (the *SEC*) on December 4, 2015, a base prospectus dated December 4, 2015 and a prospectus supplement dated September 21, 2016.

Net proceeds from the *Offering* are expected to be approximately \$7.8 million (excluding any sale of shares of *Common Stock* pursuant to the over-allotment option granted to the *Underwriters*), after deducting underwriting discounts and commissions and estimated *Offering* expenses payable by the *Company*. The purchase and sale of the *Common Stock*, and the closing of the *Offering*, is expected to take place on or about September 26, 2016, subject to the satisfaction of customary closing conditions.

The *Purchase Agreement* contains customary representations, warranties and covenants made by the *Company*. It also provides for customary indemnification by each of the *Company* and the *Underwriters*, severally and not jointly, for losses or damages arising out of or in connection with the *Offering*, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. In addition, pursuant to the terms of the *Purchase Agreement*, each of the *Company*'s directors and executive officers have entered into lock-up agreements with the *Underwriters* that generally prohibit, without the prior written consent of the *Representative*, the sale, transfer or other disposition of securities of the *Company* prior to December 16, 2016.

The foregoing description of the *Purchase Agreement* does not purport to be complete and is qualified in its entirety by reference to the copy of the *Purchase Agreement*, which is filed as Exhibit 1.1 to this Current Report on Form 8-K. A copy of the opinion of Paul Hastings LLP, counsel to the *Company*, relating to the validity of the shares of *Common Stock* to be issued in the *Offering* is filed with this Current Report on Form 8-K as Exhibit 5.1.

The representations, warranties and covenants contained in the *Purchase Agreement* were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to the *Purchase Agreement*, and may be subject to limitations agreed upon by the contracting parties. Accordingly, the *Purchase Agreement* is incorporated herein by reference only to provide investors with information regarding the terms of the *Purchase Agreement*, and not to provide investors with any other factual information regarding the *Company* or its business, and should be read in conjunction with the disclosures in the *Company*'s periodic reports and other filings with the *SEC*.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements that involve risks and uncertainties, such as statements related to the anticipated closing of the *Offering* and the amount of proceeds expected from the *Offering*. The risks and uncertainties involved include the *Company*'s ability to satisfy certain conditions to closing on a timely basis or at all, market conditions, and other risks detailed from time to time in the *Company*'s periodic reports and other filings with the *SEC*. You are cautioned not to place undue reliance on forward-looking statements, which are based on the *Company*'s current expectations and assumptions and speak only as of the date of this Current Report on Form 8-K. The *Company* does not intend to revise or update any forward-looking statement in this Current Report on

Form 8-K as a result of new information, future events or otherwise, except as required by law.

Item 8.01. Other Events.

On September 21, 2016, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Number | Description |
|--------|---|
| 1.1 | Purchase Agreement, dated as of September 21, 2016, by and between CareDx, Inc. and Piper Jaffray & Co., as representative of the several underwriters named therein. |
| 5.1 | Opinion of Paul Hastings LLP. |
| 23.1 | Consent of Paul Hastings LLP (included in Exhibit 5.1). |
| 99.1 | Press Release, dated September 21, 2016. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 21, 2016

CAREDX, INC.

By: /s/ Charles Constanti
Charles Constanti
Chief Financial Officer

Exhibit Index

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