

Edgar Filing: CareDx, Inc. - Form SC 13G

CareDx, Inc.  
Form SC 13G  
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. \_\_\_\_\_)\*

CareDx, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

14167L103

(CUSIP Number)

December 31, 2014

(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

Page 1 of 9

Exhibit Index Contained on Page 9

CUSIP NO. 14167L103 13 G Page 2 of 9

1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers X-A, L.P. ("KPCB X-A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF

SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY 5 777,601 shares (of which 46,910 shares are issuable upon exercise of warrants), except that  
EACH KPCB X Associates, LLC ("KPCB X Associates"), the general partner of KPCB X-A, may be  
REPORTING deemed to have sole power to vote these shares.

PERSON

WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 777,601 shares (of which 46,910 shares are issuable upon exercise of warrants), except that  
KPCB X Associates, the general partner of KPCB X-A, may be deemed to have sole power to  
dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

777,601

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 14167L103 13 G Page 3 of 9

1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers X-B, L.P. ("KPCB X-B")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF  
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5 21,807 shares (of which 1,323 shares are issuable upon exercise of warrants), except that KPCB X Associates, the general partner of KPCB X-B, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 21,807 shares (of which 1,323 shares are issuable upon exercise of warrants), except that KPCB X Associates, the general partner of KPCB X-B, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,807

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 14167L103 13 G Page 4 of 9

1 NAME OF REPORTING PERSONS KPCB X Associates, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

799,408 shares, of which 777,601 are directly owned by KPCB X-A (of which 46,910 shares are issuable upon exercise of warrants) and 21,807 are directly owned by KPCB X-B (of which 1,323 shares are issuable upon exercise of warrants). KPCB X Associates, the general partner of KPCB X-A and KPCB X-B, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

799,408 shares, of which 777,601 are directly owned by KPCB X-A (of which 46,910 shares are issuable upon exercise of warrants) and 21,807 are directly owned by KPCB X-B (of which 1,323 shares are issuable upon exercise of warrants). KPCB X Associates, the general partner of KPCB X-A and KPCB X-B, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

799,408

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.7%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 14167L103 13 G Page 5 of 9

ITEM 1(A). NAME OF ISSUER

CareDx, Inc. (the "Issuer")

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

3260 Bayshore Boulevard  
Brisbane, California 94005

ITEM 2(A). NAME OF PERSONS FILING

This Schedule is filed by Kleiner Perkins Caufield & Byers X-A, L.P., a California limited partnership, Kleiner Perkins Caufield & Byers X-B, L.P., a California limited partnership and KPCB X Associates, LLC, a California limited liability company. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Kleiner Perkins Caufield & Byers  
2750 Sand Hill Road  
Menlo Park, California 94025

ITEM 2(C). CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.001 par value.

ITEM 2(D). CUSIP NUMBER

14167L103

ITEM 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2014:

Amount beneficially owned:

(a)

See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b)

See Row 11 of cover page for each Reporting Person.

CUSIP NO. 14167L103 13 G Page 6 of 9

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i) See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv) See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership or operating agreements of the Reporting Persons, as applicable, and the general and limited partners or members of such entities, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a partner or member, as applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.



ITEM  
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM  
9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM  
10. CERTIFICATION.

Not applicable.

CUSIP NO. 14167L103 13 G Page 7 of 9

SIGNATURES

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.

Date: February 11, 2015

KLEINER PERKINS CAUFIELD  
& BYERS X-A, L.P., a California  
limited partnership

By: KPCB X ASSOCIATES, LLC,  
a California limited liability  
company, its general partner

By: /s/ Paul Vronsky  
Paul Vronsky, General Counsel

KLEINER PERKINS CAUFIELD  
& BYERS X-B, L.P., a California  
limited partnership

By: KPCB X ASSOCIATES, LLC,  
a California limited liability  
company, its general partner

By: /s/ Paul Vronsky  
Paul Vronsky, General Counsel

KPCB X ASSOCIATES, LLC, a  
California limited liability company

By: /s/ Paul Vronsky  
Paul Vronsky, General Counsel

CUSIP NO. 14167L103 13 G Page 8 of 9

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	9

CUSIP NO. 14167L103 13 G Page 9 of 9

exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 11, 2015

KLEINER PERKINS CAUFIELD  
& BYERS X-A, L.P., a California  
limited partnership

By: KPCB X ASSOCIATES, LLC,  
a California limited liability  
company, its general partner

By: /s/ Paul Vronsky  
Paul Vronsky, General Counsel

KLEINER PERKINS CAUFIELD  
& BYERS X-B, L.P., a California  
limited partnership

By: KPCB X ASSOCIATES, LLC,  
a California limited liability  
company, its general partner

By: /s/ Paul Vronsky  
Paul Vronsky, General Counsel

KPCB X ASSOCIATES, LLC, a  
California limited liability company

By: /s/ Paul Vronsky  
Paul Vronsky, General Counsel