

CareDx, Inc.
Form 8-K
November 14, 2018

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): November 13, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On November 13, 2018, CareDx, Inc. (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with Jefferies LLC and Piper Jaffray & Co. (the *Representatives*), acting as joint book-running managers and representatives of the several underwriters named therein (the *Underwriters*), relating to an underwritten public offering (the *Offering*) of 2,000,000 shares of the *Company*'s common stock (*Common Stock*). The public offering price is \$24.50 per share of *Common Stock* and the *Underwriters* have agreed to purchase the *Common Stock* pursuant to the *Underwriting Agreement* at a price of \$23.03 per share. Under the terms of the *Underwriting 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 *Underwriting Agreement*, to purchase up to an additional 300,000 shares of *Common Stock* at the public offering price.

The *Offering* is being made pursuant to the *Company*'s registration statement on Form S-3 (File No. 333-227168), previously filed with the Securities and Exchange Commission (the *SEC*) on August 31, 2018, as amended by Amendment No. 1 thereto previously filed with the *SEC* on October 10, 2018, and declared effective by the *SEC* on October 11, 2018, a base prospectus dated October 11, 2018 and a prospectus supplement dated November 13, 2018.

Net proceeds from the *Offering* are expected to be approximately \$45.9 million (excluding any sale of shares of *Common Stock* pursuant to the option to purchase additional shares 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 November 16, 2018, subject to the satisfaction of customary closing conditions.

The *Underwriting 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 *Underwriting 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 *Representatives*, the sale, transfer or other disposition of securities of the *Company* prior to February 12, 2019.

The foregoing description of the *Underwriting Agreement* does not purport to be complete and is qualified in its entirety by reference to the copy of the *Underwriting 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 *Underwriting Agreement* were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to the *Underwriting Agreement*, and may be subject to limitations agreed upon by the contracting parties. Accordingly, the *Underwriting Agreement* is incorporated herein by reference only to provide investors with information regarding the terms of the *Underwriting 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 November 13, 2018, 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 | <u>Underwriting Agreement, dated as of November 13, 2018, by and among CareDx, Inc. and Jefferies LLC and Piper Jaffray & Co. as the representatives of the underwriters named therein.</u> |
| 5.1 | <u>Opinion of Paul Hastings LLP.</u> |
| 23.1 | <u>Consent of Paul Hastings LLP (included in Exhibit 5.1).</u> |
| 99.1 | <u>Press Release, dated November 13, 2018.</u> |

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: November 14, 2018

CAREDX, INC.

By: /s/ Michael Bell
Michael Bell
Chief Financial Officer