

CANCER GENETICS, INC

Form 4

April 12, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PAPPAJOHN JOHN

(Last) (First) (Middle)

201 ROUTE 17 NORTH, 2ND
 FLOOR

(Street)

RUTHERFORD, NJ 07070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
CANCER GENETICS, INC [CGIX]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/10/2013

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	04/10/2013		P		175,000	A	<u>(1)</u>	682,546	D	
Common Stock, par value \$0.0001 per share	04/10/2013		P		100,000	A	<u>(1)</u>	782,546	D	
Common Stock, par	04/10/2013		P		200,000	A	<u>(2)</u>	982,546	D	

value
\$0.0001
per share

Common
Stock, par

value 04/10/2013 P 200,000 A (2) 1,182,546 D

\$0.0001
per share

Common
Stock, par

value 04/10/2013 C 80,686 A (3) 1,263,232 D

\$0.0001
per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Note	\$ 10 <u>(1)</u>	04/10/2013		C	\$ 1,750,000	<u>(1)</u>	<u>(1)</u>	Common Stock	175,000
Convertible Note	\$ 10 <u>(1)</u>	04/10/2013		C	\$ 1,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock	100,000
Convertible Note	\$ 10 <u>(2)</u>	04/10/2013		C	\$ 2,000,000	<u>(2)</u>	<u>(2)</u>	Common Stock	200,000
Convertible Note	\$ 10 <u>(2)</u>	04/10/2013		C	\$ 2,000,000	<u>(2)</u>	<u>(2)</u>	Common Stock	200,000
Series A-1 Convertible Preferred Stock	\$ 13.2	04/10/2013		C	377,789	<u>(3)</u>	<u>(3)</u>	Common Stock	80,686 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PAPPAJOHN JOHN 201 ROUTE 17 NORTH 2ND FLOOR RUTHERFORD, NJ 07070	X

Signatures

/s/ John Pappajohn by Elizabeth Czerepak,
Attorney-in-Fact

04/12/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The convertible note converted into shares of common stock of Cancer Genetics, Inc. (the "Company") upon consummation of the

(1) Company's initial public offering at a conversion price per share equal to the lesser of (i) \$42.50 per share and (ii) the initial public offering price per share. The convertible note had no expiration date.

(2) The convertible note converted into shares of common stock of the Company upon consummation of the Company's initial public offering at a price per share equal to the initial public offering price per share. The convertible note had no expiration date.

(3) The shares of Series A-1 Convertible Preferred Stock automatically converted into 0.2136 share of common stock of the Company upon consummation of the Company's initial public offering. The shares of Series A-1 Convertible Preferred Stock had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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