

McCartney Michael Brian
 Form 4
 September 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
 McCartney Michael Brian

(Last) (First) (Middle)
 C/O CANCER GENETICS, INC.
 201 ROUTE 17N, 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)

08/15/2018

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)
 Chief Commercial Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 1.03	08/15/2018	A	100,000				<u>(1)</u>		08/15/2028	Common Stock	100,000
Stock Option (right to buy)												

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCartney Michael Brian C/O CANCER GENETICS, INC. 201 ROUTE 17N 2ND FLOOR RUTHERFORD, NJ 07070			Chief Commercial Officer	

Signatures

/s/ Michael McCartney by John A. Roberts,
 Attorney-in-Fact 09/20/2018

**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).
- (1) The option award was made in accordance with the terms of the Amended and Restated Cancer Genetics, Inc. 2011 Equity Incentive Plan (the "2011 Plan"). The shares underlying the options shall become vested and exercisable with respect to twenty percent (20%) of the shares on the one-year anniversary of the date of grant and with respect to the remaining eighty percent (80%) of the shares in equal monthly installments on the 15th day of each of the forty-eight (48) calendar months thereafter, provided that the optionee remains a services provider to the Company through each applicable vesting period. The exercise price is the closing price of a share of Common Stock as of the date of grant on the NASDAQ Capital Market in accordance with the terms of the 2011 Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.