## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# Biodesix, Inc.

(Name of Issuer)

### Common Stock, par value \$0.001 per share

(Title of Class of Securities)

09075X108

(CUSIP Number)

Arthur McMahon, III, Esq. Taft Stettinius & Hollister LLP 425 Walnut Street, Suite 1800 Cincinnati, OH 45202 (513) 357-9607

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

### August 3, 2023

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.  $\Box$ 

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

1		NAMES OF REPORTING PERSONS  Lawrence T. Kennedy, Jr. Revocable Trust UAD 6/19/01				
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) (b)				
3	SEC USI	SEC USE ONLY				
4	SOURCI PF	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Ohio					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9 10	SOLE VOTING POWER  0  SHARED VOTING POWER  9,582,783  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER  9,582,783			
11	<b>AGGRE</b> 9,582,783	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,582,783				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.0% (1)					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO					

<sup>1.</sup> This percentage is based on a total of 78,614,114 Shares (as defined herein) outstanding as of August 1, 2023, as reported in the Issuer's quarterly report on Form 10-Q filed on August 7, 2023, plus the aggregate 16,975,298 Shares to be issued in the PIPE (as defined herein).

1		NAMES OF REPORTING PERSONS  Lawrence T. Kennedy, Jr. Perpetuity Trust UAD 6/30/16				
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)				
3	SEC USE ONLY					
4	SOURCI PF	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
6	<b>CITIZE</b> Delaware	ITIZENSHIP OR PLACE OF ORGANIZATION elaware				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9 10	SOLE VOTING POWER  0  SHARED VOTING POWER  10,528,753  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER  10,528,753			
11	<b>AGGRE</b> 10,528,75	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,753				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.0% (1)					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO					

<sup>1.</sup> This percentage is based on a total of 78,614,114 Shares outstanding as of August 1, 2023, as reported in the Issuer's quarterly report on Form 10-Q filed on August 7, 2023, plus the aggregate 16,975,298 Shares to be issued in the PIPE.

4	NAMES OF REPORTING PERSONS						
1	KFDI-B	KFDI-B LLC					
	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2				(b) 🗆			
	SEC USI	SEC USE ONLY					
3							
	SOURCI	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
4	PF	PF					
_	СНЕСК	BOX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
5							
-	CITIZE	NSHIP O	OR PLACE OF ORGANIZATION				
6	Delaware	Delaware					
		_	SOLE VOTING POWER				
		7	0				
NUMBI		_	SHARED VOTING POWER				
SHAI BENEFIC		8	166,666				
OWNE EAG			SOLE DISPOSITIVE POWER				
REPOR PERSON		9	0				
			SHARED DISPOSITIVE POWER				
		10	166,666				
	AGGRE	GATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	166,666	166,666					
4.0	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12							
4.5	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	0.2% (1)	0.2% (1)					
4.4	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
<b>14</b>	DNI						

<sup>1.</sup> This percentage is based on a total of 78,614,114 Shares outstanding as of August 1, 2023, as reported in the Issuer's quarterly report on Form 10-Q filed on August 7, 2023, plus the aggregate 16,975,298 Shares to be issued in the PIPE.

1	NAMES OF REPORTING PERSONS					
1	Lair BDS	Lair BDSX GRAT 2022-3.2				
-	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2				(b) 🗆		
	SEC USI	SEC USE ONLY				
3						
	SOURCI	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
4	PF	PF				
_	СНЕСК	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
5						
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION				
6	Delaware	Delaware				
		_	SOLE VOTING POWER			
		7	0			
NUMBI			SHARED VOTING POWER			
SHAI BENEFIC		8	722,041			
OWNE EAG			SOLE DISPOSITIVE POWER			
REPOR PERSON		9	0			
			SHARED DISPOSITIVE POWER			
		10	722,041			
	AGGRE	GATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	722,041					
4.0	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12						
4.5	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.8% (1)	0.8% (1)				
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
<b>14</b>	00					

<sup>1.</sup> This percentage is based on a total of 78,614,114 Shares outstanding as of August 1, 2023, as reported in the Issuer's quarterly report on Form 10-Q filed on August 7, 2023, plus the aggregate 16,975,298 Shares to be issued in the PIPE.

1		NAMES OF REPORTING PERSONS  Lawrence T. Kennedy, Jr.				
2	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (I				
3	SEC USE ONLY					
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9 10	SOLE VOTING POWER  38,957 (1)  SHARED VOTING POWER  21,000,243  SOLE DISPOSITIVE POWER  38,957 (1)  SHARED DISPOSITIVE POWER  21,000,243			
11		GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ,039,200 (1)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.0% (2)					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN					

1. This amount includes 38,957 Shares that the Reporting Person has the right to acquire within 60 days of the date of this filing.

<sup>2.</sup> This percentage is based on a total of 78,614,114 Shares outstanding as of August 1, 2023, as reported in the Issuer's quarterly report on Form 10-Q filed on August 7, 2023, plus the aggregate 16,975,298 Shares to be issued in the PIPE, and 38,957 Shares that the Reporting Person has the right to acquire within 60 days of the date of this filing.

#### Item 1. Security and Issuer

*Item 1 of the Schedule 13D is hereby amended and supplemented as follows:* 

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") is being filed by the undersigned, pursuant to §240.13d-2(a), to amend and supplement the Schedule 13D filed with the U.S. Securities and Exchange Commission (the "SEC") on January 13, 2023 (together with this Amendment No. 1, the "Schedule 13D"), with respect to the common stock, par value \$0.001 per share (the "Shares"), of Biodesix, Inc. (the "Issuer" or the "Company"), whose principal executive offices are located at 2970 Wilderness Place, Suite 100, Boulder, Colorado 80301.

#### Item 3. Source and Amount of Funds or Other Consideration

*Item 3 of the Schedule 13D is hereby amended and supplemented as follows:* 

On August 3, 2023, the Issuer entered into subscription agreements (the "Subscription Agreements") with certain shareholders of the Issuer, including the Perpetuity Trust, and management (the "Subscribers"), pursuant to which the Subscribers agreed to subscribe for and purchase, and the Issuer agreed to issue and sell to the Subscribers, an aggregate of 16,975,298 Shares in a private equity offering, at a purchase price of \$1.62 per Share, for an aggregate purchase price of approximately \$27.5 million (the "PIPE"). Pursuant to the Subscription Agreements, funding will occur in two separate tranches on August 31, 2023 and September 29, 2023. The Subscription Agreements include customary representations, warranties and covenants by the parties to the Subscription Agreements. The Subscription Agreements do not include any registration rights.

The Perpetuity Trust purchased 6,172,839 Shares in the PIPE, at a purchase price of \$1.62 per Share, for an aggregate purchase price of approximately \$10,000,000, using the working capital of the Perpetuity Trust.

The foregoing description of the Subscription Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of the Subscription Agreements, the form of which is attached as Exhibit 2 to this Amendment No. 1 and is incorporated herein by reference.

### Item 4. Purpose of Transaction

*Item 4 of the Schedule 13D is hereby amended and supplemented as follows:* 

The response to Item 3 of this Amendment No. 1 is incorporated by reference herein.

### Item 5. Interest in Securities of the Issuer

*Item* 5(*a*) - (*c*) *of the Schedule 13D is hereby amended and supplemented as follows:* 

(a, b) As of the date hereof, Mr. Kennedy may be deemed to beneficially own, in the aggregate, 21,039,200 Shares, which represents approximately 22.0% of the Shares outstanding.

Mr. Kennedy's beneficial ownership consists of (1) 38,957 Shares that Mr. Kennedy has the right to acquire upon vesting and settlement of RSUs within 60 days of the date of this filing, (2) 9,582,783 Shares held directly by the Revocable Trust, which represents approximately 10.0% of the Shares outstanding, (3) 10,528,753 Shares held directly by the Perpetuity Trust, which represents approximately 11.0% of the Shares outstanding, (4) 166,666 Shares held directly by KFDI-B, which represents approximately 0.2% of the Shares outstanding, and (5) 722,041 Shares held directly by the GRAT Trust, which represents approximately 0.8% of the Shares outstanding.

The foregoing beneficial ownership percentages are based on a total of 78,614,114 Shares outstanding as of August 1, 2023, as reported in the Issuer's quarterly report on Form 10-Q filed on August 7, 2023, plus the aggregate 16,975,298 Shares to be issued in the PIPE, and, for purposes of calculating Mr. Kennedy's beneficial ownership percentage, 38,957 Shares that Mr. Kennedy has the right to acquire within 60 days of the date of this filing.

As sole trustee of the Revocable Trust, investment direction advisor of the Perpetuity Trust, manager of KFDI-B, and trustee of the GRAT Trust, Mr. Kennedy shares with each of the Revocable Trust, the Perpetuity Trust, KFDI-B and the GRAT Trust the power to vote or direct the vote, and the power to dispose or direct the disposition of, the Shares beneficially owned by each of the Revocable Trust, the Perpetuity Trust, KFDI-B and the GRAT Trust.

(c) The response to Item 3 of this Amendment No. 1 is incorporated by reference herein. Except as set forth in this Amendment No. 1, no transactions in the Shares have been effected by the Reporting Persons within the past 60 days.

### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

 $Item\ 6\ of\ the\ Schedule\ 13D\ is\ hereby\ amended\ and\ supplemented\ as\ follows:$ 

The response to Item 3 of this Amendment No. 1 is incorporated by reference herein.

Except as otherwise set forth in this Amendment No. 1, there are no contracts, arrangements, understandings or relationships between the Reporting Persons and any other person with respect to any securities of the Issuer.

### Item 7. Material to be Filed as Exhibits

*Item 7 of the Schedule 13D is hereby amended and supplemented as follows:* 

Exhibit 2 Form of Subscription Agreement (incorporated by reference to Exhibit 10.1 to the Issuer's quarterly report on Form 10-Q filed with the SEC on August 7, 2023).

### **SIGNATURE**

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.

### LAWRENCE T. KENNEDY, JR. REVOCABLE TRUST UAD 6/19/01

By: <u>/s/ Lawrence T. Kennedy, Jr.</u> Name: Lawrence T. Kennedy, Jr.

Title: Trustee

### LAWRENCE T. KENNEDY, JR. PERPETUITY TRUST UAD 6/30/16

By: <u>/s/ Susan Callahan</u> Name: Susan Callahan

Title: Bryn Mawr Trust Company of Delaware, Trustee

### LAIR BDSX GRAT 2022-3.2

By: <u>/s/ Lawrence T. Kennedy, Jr.</u> Name: Lawrence T. Kennedy, Jr.

Title: Trustee

### KFDI-B LLC

By: <u>/s/ Lawrence T. Kennedy, Jr.</u> Name: Lawrence T. Kennedy, Jr.

Title: Manager

### Lawrence T. Kennedy, Jr.

/s/ Lawrence T. Kennedy, Jr.

August 7, 2023

Attention: Intentional misstatements or omissions of fact constitute federal violations (see 18 U.S.C. 1001).