SEC Form 4

**FORM 4**

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



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol |  |  | 5. Relationship of Reporting Person(s) to Issuer |  |
|  |  | [SCHULER JACK W](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001021412) |  |  |  | [BIODESIX INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001439725) [ BDSX ] |  |  |  | (Check all applicable) |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Director |  | X | 10% Owner |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title |  | Other (specify |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | (Middle) |  |  |  |  |  |  |  | below) |  |  | below) |  |  |  |  |  |
|  |  | 2970 WILDERNESS PLACE |  | 12/07/2020 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  | 6. Individual or Joint/Group Filing (Check Applicable |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) |  |  |  |  |  |  |  |  |  |
|  | (Street) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person |  |  |  |  |  |
|  |  | BOULDER | CO | 80301 |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **1. Title of Security (Instr. 3)** | **2. Transaction** | **2A. Deemed** | **3.** | **4. Securities Acquired (A) or** | **5. Amount of** | **6. Ownership** | **7. Nature of** |  |
|  |  |  |  |  |  | **Date** |  |  |  | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | **Securities** | **Form: Direct** | **Indirect** |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | **if any** |  | **Code (Instr.** | **5)** |  |  |  |  | **Beneficially** | **(D) or Indirect** | **Beneficial** |  |
|  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  |  | **Owned Following (I) (Instr. 4)** | **Ownership** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **Price** | **Transaction(s)** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Jack W. |  |
|  | Common Stock |  |  | 12/07/2020 |  |  | M | 35,157 | A | $6.83 |  | 5,701,979 | I(1) |  | Schuler |  |
|  |  |  |  |  |  |  | Living |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Jack W. |  |
|  | Common Stock |  |  | 12/07/2020 |  |  | M | 23,440 | A | $6.83 |  | 5,725,419 | I(1) |  | Schuler |  |
|  |  |  |  |  |  |  | Living |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Schuler |  |
|  | Common Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 277,777 |  | I(2) |  | Family |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Foundation(2) |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **1. Title of** | **2.** |  | **3. Transaction** | **3A. Deemed** | **4.** |  |  | **5. Number** | **6. Date Exercisable and** | **7. Title and Amount** |  | **8. Price of** | **9. Number of** | **10.** |  | **11. Nature** |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | **of Securities** |  | **Derivative** | **derivative** |  | **Ownership** | **of Indirect** |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | **Underlying** |  | **Security** | **Securities** |  | **Form:** |  | **Beneficial** |  |
|  | **(Instr. 3)** | **Price of** |  |  | **(Month/Day/Year)** | **8)** |  |  | **Securities** |  |  | **Derivative Security** |  | **(Instr. 5)** | **Beneficially** |  | **Direct (D)** | **Ownership** |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  | **Acquired** |  |  | **(Instr. 3 and 4)** |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** |  |
|  |  |  | **Security** |  |  |  |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Code** | **V** | **(A) (D)** | **Title** | **of** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Exercisable** | **Date** | **Shares** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Options | $6.83 |  | 12/07/2020 |  |  | M |  | 35,157 | (3) | 07/15/2029 | Common | 35,157 | $0 | 1 |  | D |  |  |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Options | $6.83 |  | 12/07/2020 |  |  | M |  | 23,440 | (4) | 04/14/2030 | Common | 23,440 | $0 | 11,718 |  | D |  |  |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



Buy)

**Explanation of Responses:**

1. Jack W. Schuler is the sole trustee of the Jack W. Schuler Living Trust.
2. The Reporting Person disclaims beneficial ownership of the shares of the Issuer owned by the Schuler Family Foundation (the "Foundation"). Although the Reporting Person is the President of the Foundation and makes investment decisions regarding the Foundation's securities transactions, by virtue of the Foundation's status as a 501(c)(3) tax-exempt organization, the Reporting Person may not, and in fact, does not personally derive any profit from the Foundation's transactions in the Issuer's common stock. As a result, this Form 4 is a voluntary report with respect to these purchases of the Issuer's common stock by the Foundation.
3. This option vested in 12 successive, equal monthly installments measured from April 1, 2019.
4. This option vests in 12 successive, equal monthly installments measured from April 1, 2020.

**Remarks:**

This Form 4 does not include securities acquired or held by the Tino Hans Schuler Trust, Tanya Eva Schuler Trust, Therese Heidi Schuler Trust, Schuler Grandchildren LLC, Schuler Descendants Trust or JS Grandchildren Trust, because the Reporting Person has no pecuniary interest, as such term is used for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, in such securities.

/s/ Robin H. Cowie as



Attorney-in-Fact for Jack 12/09/2020



Schuler



\*\* Signature of Reporting Person Date

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**