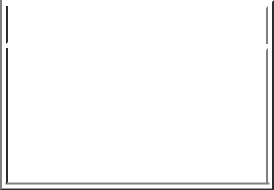
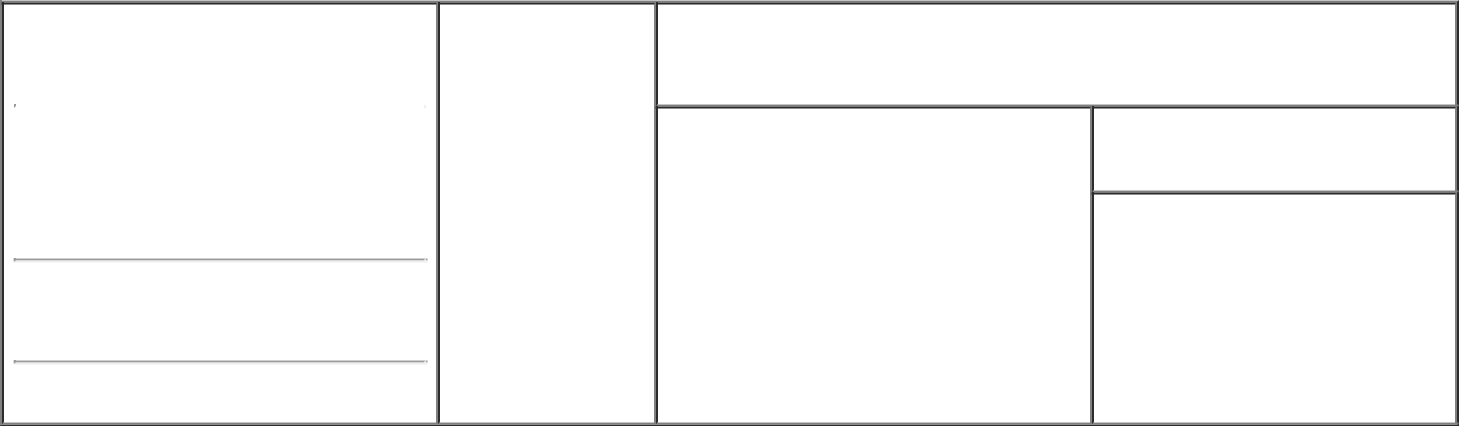
|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE** |  |  |  |  |  |
|  | **COMMISSION** |  |  | |  |  |
|  |  |  | | |  |
|  |  | OMB APPROVAL | |  |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  | OMB Number: | 3235- |  |  |
|  |  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  | 0104 |  |  |
|  |  |  |  |  |
|  |  | Estimated average burden | | |  |
|  | **SECURITIES** |  | response: | 0.5 |  |  |
|  |  |  | hours per |  |  |  |



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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



|  |  |  |
| --- | --- | --- |
| 1. Name and Address of Reporting Person\* | 2. Date of Event |  |
| [PATIENCE JOHN](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001021413) | Requiring Statement |  |
| (Month/Day/Year) |  |
|  | 10/27/2020 |  |

3. Issuer Name **and** Ticker or Trading Symbol

[BIODESIX INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001439725) [ BDSX ]

(Last) (First) (Middle)

2970 WILDERNESS PLACE, SUITE

100

|  |  |
| --- | --- |
| (Street) |  |
| BOULDER CO | 80301 |

1. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director X 10% Owner

X Officer (give Other (specify

title below) below)

Chairman

1. If Amendment, Date of Original Filed (Month/Day/Year)
2. Individual or Joint/Group Filing (Check Applicable Line)

* Form filed by One Reporting Person

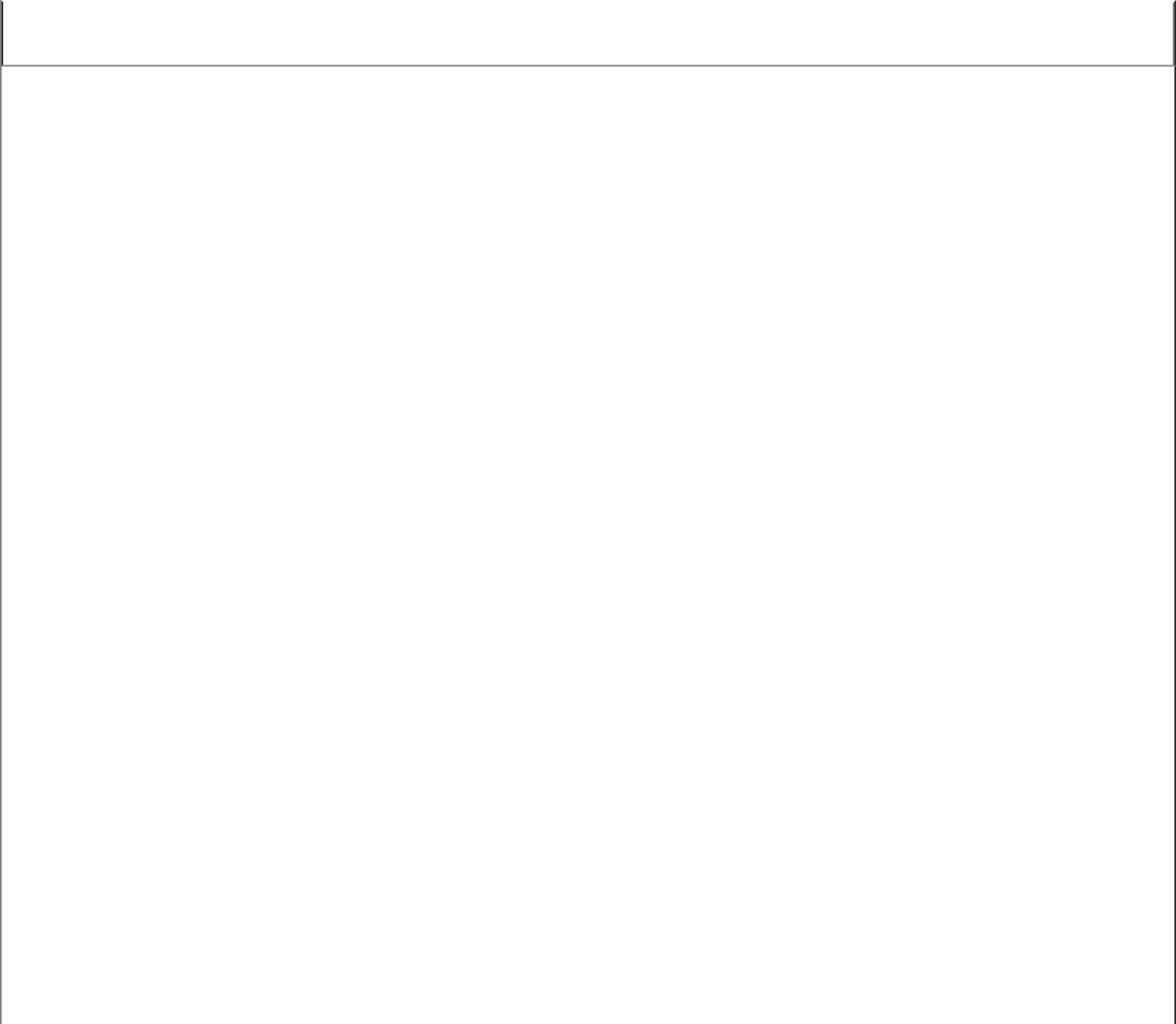
Form filed by More than One Reporting Person

(City) (State) (Zip)



**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 4)** | **2. Amount of Securities** | **3. Ownership** | **4. Nature of Indirect Beneficial** | |
|  |  | **Beneficially Owned (Instr.** | **Form: Direct** | **Ownership (Instr. 5)** | |
|  |  | **4)** | **(D) or Indirect** |  |  |
|  |  |  | **(I) (Instr. 5)** |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

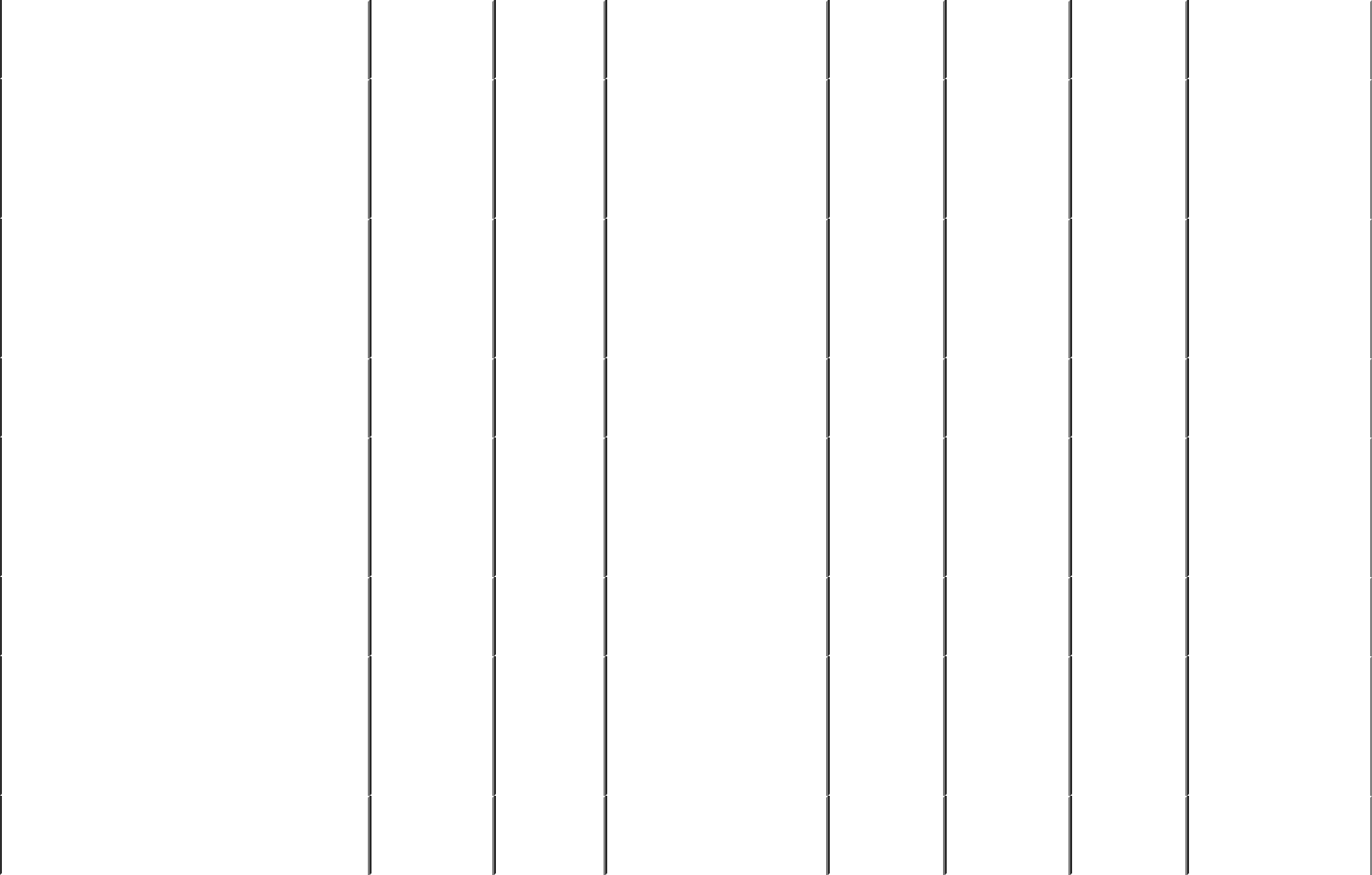


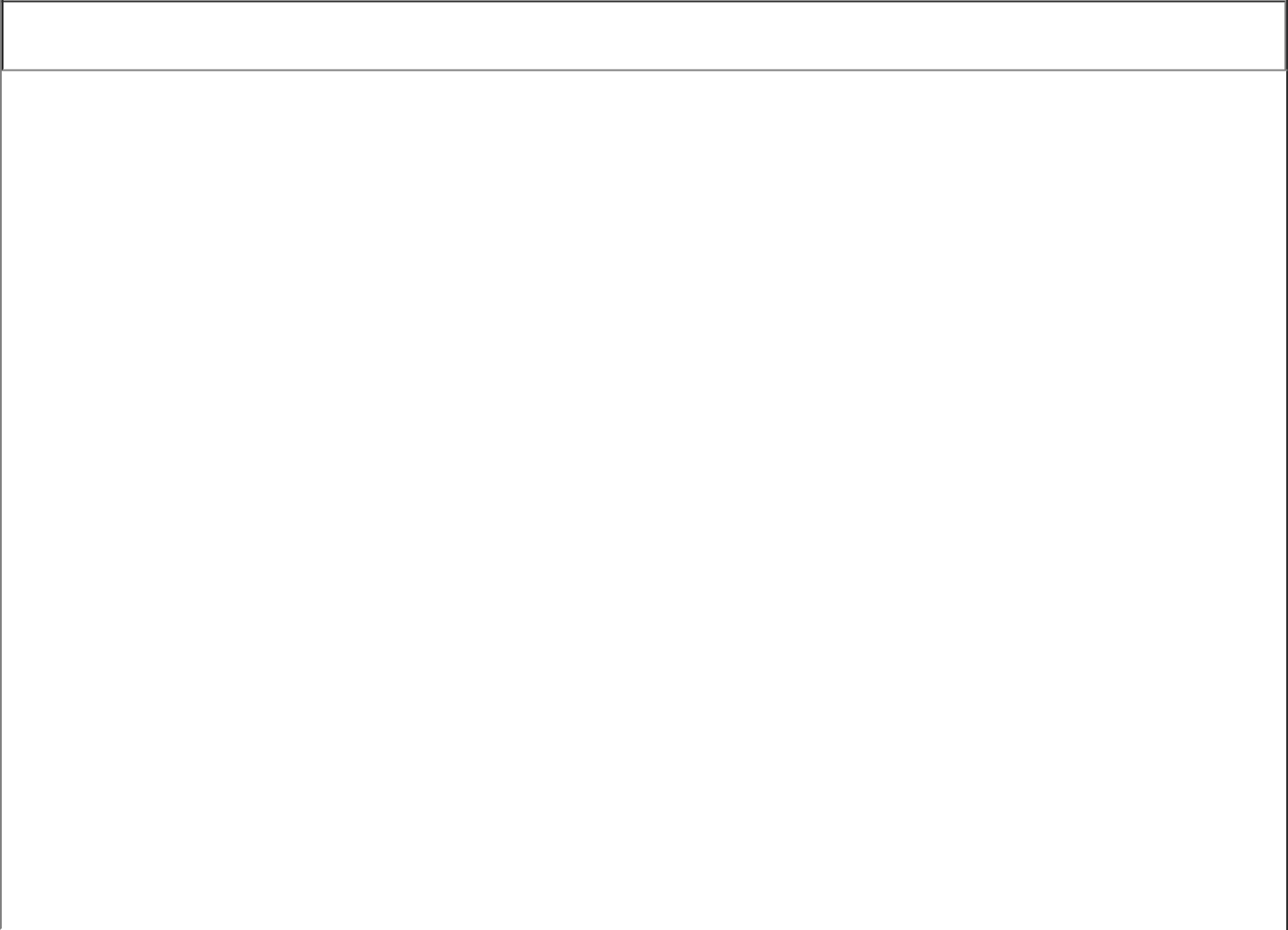
**Table II - Derivative Securities Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**



|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of Derivative Security (Instr. 4)** | **2. Date Exercisable and** | | **3. Title and Amount of Securities** | | **4.** | **5.** | **6. Nature of** |  |
|  | **Expiration Date** | | **Underlying Derivative Security** | | **Conversion** | **Ownership** | **Indirect Beneficial** |  |
|  | **(Month/Day/Year)** | | **(Instr. 4)** |  | **or Exercise** | **Form:** | **Ownership (Instr.** |  |
|  |  |  |  |  | **Price of** | **Direct (D)** | **5)** |  |
|  |  |  |  | **Amount or** |  |
|  | **Date** | **Expiration** |  | **Derivative** | **or Indirect** |  |  |
|  | **Title** | **Number of** | **Security** | **(I) (Instr. 5)** |  |  |
|  | **Exercisable** | **Date** | **Shares** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| Series B Preferred Stock | (1) | (1) | Common Stock | 245,042 | (1) | I(2) | By Patience |  |
| Enterprises LP(2) |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | By John |  |
| Series B-1 Preferred Stock | (3) | (3) | Common Stock | 245,041 | (3) | I(4) | Patience Living |  |
| Trust dated |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | 7/23/1993(4) |  |
|  |  |  |  |  |  |  | By John |  |
| Series C Preferred Stock | (1) | (1) | Common Stock | 112,311 | (1) | I(4) | Patience Living |  |
| Trust dated |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | 7/23/1993(4) |  |
| Series D Preferred Stock | (1) | (1) | Common Stock | 42,117 | (1) | I(2) | By Patience |  |
| Enterprises LP(2) |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | By John |  |
| Series D Preferred Stock | (1) | (1) | Common Stock | 494,033 | (1) | I(4) | Patience Living |  |
| Trust dated |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | 7/23/1993(4) |  |
| Series E Preferred Stock | (1) | (1) | Common Stock | 136,323 | (1) | I(2) | By Patience |  |
| Enterprises LP(2) |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | By John |  |
| Series E Preferred Stock | (1) | (1) | Common Stock | 250,109 | (1) | I(4) | Patience Living |  |
| Trust dated |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | 7/23/1993(4) |  |
| Series F Preferred Stock | (1) | (1) | Common Stock | 540,050 | (1) | I(2) | By Patience |  |
| Enterprises LP(2) |  |
|  |  |  |  |  |  |  |  |

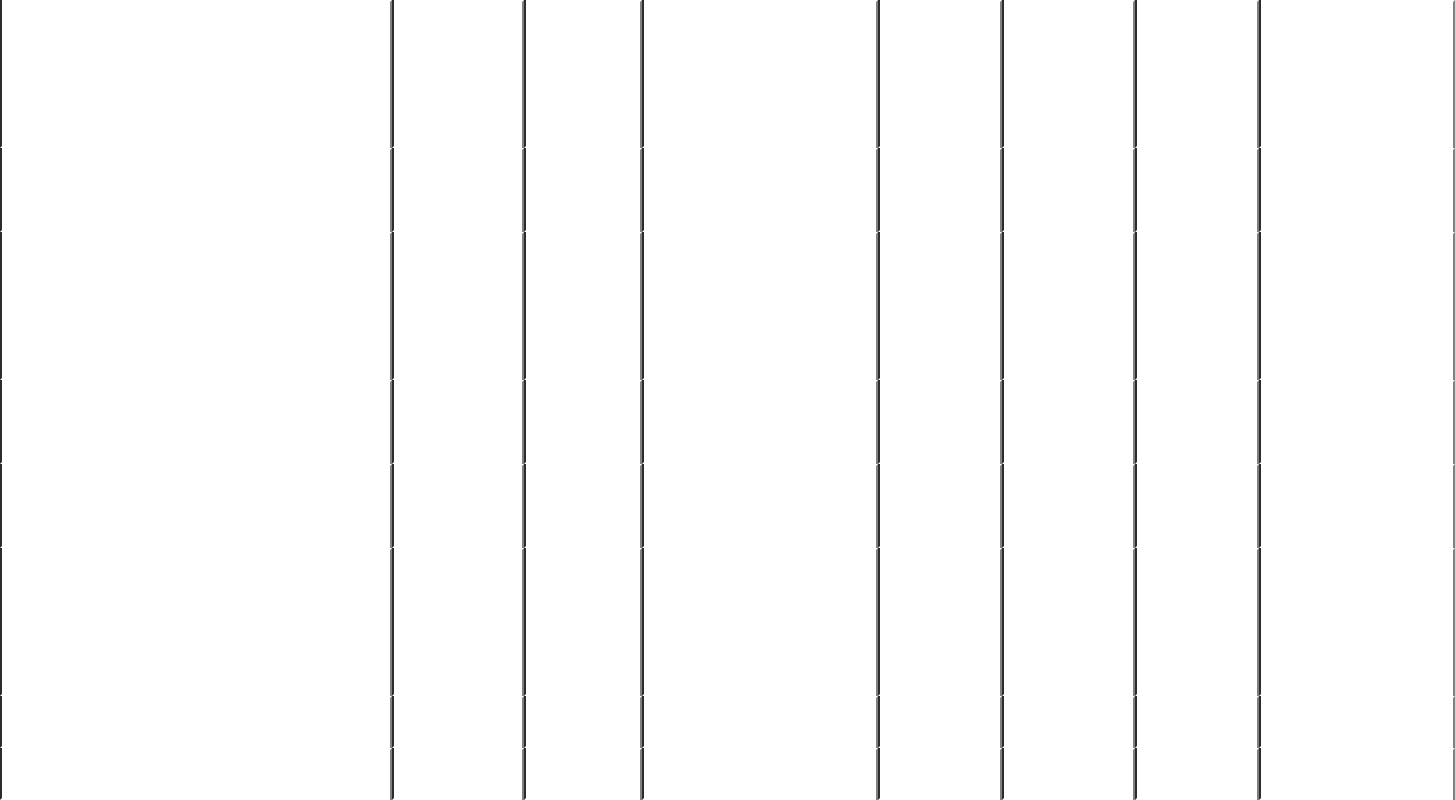


**Table II - Derivative Securities Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**



|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Derivative Security (Instr. 4)** | **2. Date Exercisable and** | | **3. Title and Amount of Securities** | | **4.** | **5.** | **6. Nature of** | |  |
|  |  | **Expiration Date** | | **Underlying Derivative Security** | | **Conversion** | **Ownership** | **Indirect Beneficial** | |  |
|  |  | **(Month/Day/Year)** | | **(Instr. 4)** |  | **or Exercise** | **Form:** | **Ownership (Instr.** | |  |
|  |  |  |  |  |  | **Price of** | **Direct (D)** | **5)** |  |  |
|  |  |  |  |  | **Amount or** |  |  |
|  |  | **Date** | **Expiration** |  | **Derivative** | **or Indirect** |  |  |  |
|  |  | **Title** | **Number of** | **Security** | **(I) (Instr. 5)** |  |  |  |
|  |  | **Exercisable** | **Date** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | By John | |  |
|  | Series F Preferred Stock | (1) | (1) | Common Stock | 514,806 | (1) | I(4) | Patience Living | |  |
|  | Trust dated | |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | 7/23/1993(4) |  |  |
|  | Series G Preferred Stock | (1) | (1) | Common Stock | 161,242 | (1) | I(2) | By Patience | |  |
|  | Enterprises LP(2) |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | By John | |  |
|  | Series G Preferred Stock | (1) | (1) | Common Stock | 1,130,715 | (1) | I(4) | Patience Living | |  |
|  | Trust dated | |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | 7/23/1993(4) |  |  |
|  | Series H Preferred Stock | (1) | (1) | Common Stock | 704,596 | (1) | I(2) | By Patience | |  |
|  | Enterprises LP(2) |  |  |
|  |  |  |  |  |  |  |  |  |
|  | 3% Convertible Debt due June | (5) | 06/30/2021 | Common Stock | 81,600 | (5) | I(2) | By Patience | |  |
|  | 2021 | Enterprises LP(2) |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | By John | |  |
|  | 3% Convertible Debt due June | (5) | 06/30/2021 | Common Stock | 64,416 | (5) | I(4) | Patience Living | |  |
| 2021 | | Trust dated | |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | 7/23/1993(4) |  |  |
|  | Stock Options (Right to Buy) | (6) | 07/15/2029 | Common Stock | 35,158 | 6.83 | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | Stock Options (Right to Buy) | (7) | 04/14/2030 | Common Stock | 35,158 | 6.83 | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | **Explanation of Responses:** |  |  |  |  |  |  |  |  |  |



1. Every share of Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock and Series H Preferred Stock, (collectively, the "Preferred Stock") is convertible into approximately 0.1684664 shares of Issuer Common Stock ("Common Stock") upon the closing of the Issuer's initial public offering ("IPO"). Share numbers give effect to such conversion. The Preferred Stock has no expiration date.
2. The reporting person is the sole general partner of Patience Enterprises LP. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
3. Every share of Series B-1 Preferred Stock ("B-1 Preferred Stock") is convertible into approximately 0.196 shares of Common Stock. Share numbers give effect to such conversion. The B-1 Preferred Stock has no expiration date.
4. The reporting person is the sole trustee of John Patience Trust (July 23, 1993).
5. This Convertible Debt pays interest at 3% per annum and is payable in full upon maturity through the conversion to Series H Preferred Stock at 80% of the original issuance price of $1.15 per share. On or before the maturity date and if the Convertible Debt is unpaid, the outstanding principal and unpaid accrued interest shall be automatically converted into Common Stock at the completion of the IPO. The conversion price will be equal to 80% of the price per share paid for the Common Stock sold in the IPO. The conversion price is $14.40, or 80% of the $18 price per share paid for the Common Stock sold in the IPO.
6. This option vested in 12 successive, equal monthly installments measured from April 1, 2019.
7. This option vests in 12 successive, equal monthly installments measured from April 1, 2020.

**Remarks:**

Exhibit List Exhibit 24 - Power of Attorney

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | /s/ Robin H. Cowie as | |  |  |  |  |
|  | Attorney-in-Fact for John 10/27/2020 | | | | |  |
|  | Patience |  |  |  |  |  |
|  | \*\* Signature of Reporting | |  |  | Date |  |
|  | Person | |  |  |  |
|  |  |  |  |  |
| 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 5 (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.**

Exhibit 24

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Scott Hutton, David Poticha and Robin Harper Cowie, or any of them acting individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Biodesix, Inc., a public limited company incorporated under the laws of England and Wales (the "Company"), Forms 3, 4, and 5, including amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein at a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of October, 2020.

/s/ John Patience

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Signature

John Patience

-----------------------------------

Print Name