

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Ampersand 2018 Limited Partnership (Last) (First) (Middle) C/O INTERPACE DIAGNOSTICS GROUP, INC., 300 INTERPACE PARKWAY (Street) PARSIPPANY, NJ 07054 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/15/2019	3. Issuer Name and Ticker or Trading Symbol Interpace Diagnostics Group, Inc. [IDXG]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
		5. If Amendment, Date Original Filed(Month/Day/Year)	
6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)(2)(3)	(1)(2)(3)	Common Stock	7,500,000 (1) (2) (3)	\$ 0.8 (1) (2) (3)	I	See Footnotes (4) (5)
Series A-1 Convertible Preferred Stock	(6)	(6)	Common Stock (6)	(6)	\$ (6)	I	See Footnotes (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ampersand 2018 Limited Partnership C/O INTERPACE DIAGNOSTICS GROUP, INC. 300 INTERPACE PARKWAY PARSIPPANY, NJ 07054		X		

Signatures

/s/ Dana L. Niles, Chief Operating Officer of AMCLLC		07/25/2019
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

- (1) From and after July 15, 2019 (the "Issuance Date") until the earlier to occur of: (a) the day after the next annual or special meeting of the stockholders within six months of the Issuance Date and (b) six months following the Issuance Date (such date, the "Voting Date"), the Series A Convertible Preferred Stock (the "Series A") is not convertible into shares of common stock, par value \$0.01 per share, of the Issuer (the "Common Stock"). From and after the Voting Date, the Series A issued on the Issuance Date will be convertible into 7,500,000 shares of Common Stock based on an initial conversion price (the "Conversion Price") of \$0.80 per share. The Series A has no expiration date. The Conversion Price of the Series A is subject to a downward adjustment if a 2020 revenue target of \$34,000,000 related to the Issuer's historical business is not satisfied, subject to a Conversion Price floor of \$0.59.
- (2) (Continued from footnote 1) The downward adjustment in Conversion Price is \$0.03 per \$1,000,000 of revenue shortfall but limited to no more than \$0.21 or a potential adjustment of the initial conversion price of up to 26%. Each share of Series A will be convertible, from and after the Voting Date, whether or not such vote is positive, and from time to time, at the option of the holder thereof, into a number of shares of Common Stock equal to the issuance price per Series A share of \$100,000 (the "Stated Value") divided by the then current Conversion Price and then multiplied by the number of shares of Series A to be converted.
- (3) (Continued from footnote 2) The Issuer will not issue any shares of Common Stock upon conversion of the Series A if the issuance would exceed the aggregate number of shares of Common Stock that the Issuer may issue without breaching its obligations under the rules of the Nasdaq Stock Market LLC (the "Nasdaq Listing Rules"), unless the Issuer obtains the approval by the stockholders of the Issuer, pursuant to the Nasdaq Listing Rules, of the issuance of Common Stock upon conversion of the Series A and the Series A-1 in excess of the aggregate number of shares of Common Stock that the Issuer may issue upon conversion of the Preferred Stock without breaching its obligations under the Nasdaq Listing Rules (the "Stockholder Approval").
- (4) These securities are held of record by Ampersand 2018 Limited Partnership (the "Investor"). AMP-18 Management Company Limited Partnership ("AMCLP") is the general partner of the Investor, and AMP-18 MC LLC ("AMCLLC") is the general partner of AMCLP. By virtue of such relationships, AMCLP and AMCLLC may be deemed to have voting and investment power with respect to the securities held by the Investor noted above and as a result may be deemed to have beneficial ownership over such securities.
- (5) Each of the Investor, AMCLP and AMCLLC disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any such entity or person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- (6) As of the date of this report, the Investor holds 80 shares of Series A-1 Convertible Preferred Stock (the "Series A-1"). If the Issuer obtains the Stockholder Approval at any time prior to January 15, 2021, each share of Series A-1 will automatically be converted into one share of Series A on such date. Shares of Series A-1 are not convertible into shares of Common Stock. Shares of Series A-1 are only convertible into shares of Series A automatically upon receipt of the Stockholder Approval. The Series A-1 has 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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