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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

INTERPACE BIOSCIENCES, INC.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

46062X303
(CUSIP Number)

**Ampersand 2018 Limited Partnership
AMP-18 Management Company Limited Partnership
AMP-18 MC LLC
55 William Street, Suite 240
Wellesley, MA 02481**

Telephone: (781) 239-0700

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

November 1, 2021

(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 .

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 disclosures provided in a prior cover page.

The information required on 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).

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1	NAME OF REPORTING PERSONS Ampersand 2018 Limited Partnership	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,666,666 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 4,666,666 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,666,666 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 38.9% (2)	
14	TYPE OF REPORTING PERSON (See Instructions) IV	

- (1) Evidenced by 28,000 shares of Series B Convertible Preferred Stock, par value \$0.01 per share (the "Series B"), of Interpace Biosciences, Inc. (the "Issuer"). The Series B is convertible from time to time, at the option of the holder thereof, into a number of shares of common stock, par value \$0.01 per share, of the Issuer (the "Common Stock"), equal to the initial stated value per Series B share of \$1,000 divided by an initial conversion price of \$6.00 per share and then multiplied by the number of shares of Series B to be converted.
- (2) This percentage (a) is calculated based upon 4,174,447 shares of Common Stock outstanding as of November 5, 2021, as disclosed in the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021 filed by the Issuer on November 10, 2021 and (b) assumes the conversion of all 47,000 outstanding shares of Series B into an aggregate of 7,833,334 shares of Common Stock.

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1	NAME OF REPORTING PERSONS AMP-18 Management Company Limited Partnership	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 38.9% (2)	
14	TYPE OF REPORTING PERSON (See Instructions) IA	

- (1) Evidenced by 28,000 shares of Series B. The Series B is convertible from time to time, at the option of the holder thereof, into a number of shares of Common Stock equal to the initial stated value per Series B share of \$1,000 divided by an initial conversion price of \$6.00 per share and then multiplied by the number of shares of Series B to be converted.
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1	NAME OF REPORTING PERSONS AMP-18 MC LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,666,666 (1)
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- (2) This percentage (a) is calculated based upon 4,174,447 shares of Common Stock outstanding as of November 5, 2021, as disclosed in the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021 filed by the Issuer on November 10, 2021 and (b) assumes the conversion of all 47,000 outstanding shares of Series B into an aggregate of 7,833,334 shares of Common Stock.

Item 1. Security and Issuer

This Amendment No. 5 to Schedule 13D (this "Amendment No. 5") supplements and amends the Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on July 25, 2019, as amended by Amendment No. 1 thereto, filed with the SEC on January 17, 2020, as amended by Amendment No. 2 thereto, filed with the SEC on April 23, 2020, as amended by Amendment No. 3 thereto, filed with the SEC on January 19, 2021, and as amended by Amendment No. 4 thereto, filed with the SEC on May 18, 2021 (as so amended, the "Prior Statement" and, as supplemented and amended by this Amendment No. 5, the "Statement"). Capitalized terms used but not otherwise defined herein have the meanings set forth in the Prior Statement. Except as specifically supplemented and amended by this Amendment No. 5, items in the Prior Statement remain unchanged.

This Amendment No. 5 is being filed to report that, on November 1, 2021, (i) the Issuer paid off the Secured Promissory Note, dated January 7, 2021 (as amended, the "Note") entered into with Ampersand 2018 Limited Partnership, a Delaware limited partnership ("Ampersand") and (ii) the Issuer and Ampersand terminated the related Security Agreement, dated January 7, 2021 (as amended, the "Security Agreement") as further discussed below under Item 6.

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

Item 6 of the Prior Statement is hereby amended and supplemented to include the following:

The Support Agreement (as defined in the Prior Statement) was terminated on September 30, 2020 pursuant to a termination agreement, dated July 9, 2020, between the Issuer and Ampersand.

On January 7, 2021, the Issuer entered into the Note with Ampersand pursuant to which Ampersand made a loan to the Issuer in an aggregate principal amount equal to \$3,000,000. The rate of interest on the Note is equal to eight percent (8.0%) per annum and its maturity date is the earlier of (a) June 30, 2021 and (b) the date on which all amounts become due upon the occurrence of any event of default as defined in the Note. No interest payments are due on the Note until its maturity date. On May 10, 2021, the Issuer entered into an amendment to the Note with Ampersand to increase the aggregate principal amount of the Note to \$4,500,000. On November 1, 2021, the Issuer paid off the Note in its entirety. In connection with the payoff of the Note, the Issuer and Ampersand terminated the Security Agreement.

The foregoing descriptions of the Note and the Security Agreement are qualified in their entirety by reference to the full text of the Note, the Security Agreement, the amendment to the Note and the amendment to the Security Agreement, which are filed as Exhibits 2, 3, 4 and 5 to this Amendment No. 3, respectively, and are incorporated herein by reference in their entirety.

Item 7. Materials to Be Filed as Exhibits

Exhibit	Description
1.	<u>Joint Filing Agreement among Ampersand, AMCLP and AMCLLC (incorporated by reference to Exhibit 1 to the Schedule 13D filed by Ampersand 2018 Limited Partnership on July 25, 2019).</u>
2.	<u>Secured Promissory Note, dated January 7, 2021, by Interpace Biosciences, Inc. in favor of Ampersand 2018 Limited Partnership (incorporated by reference to Exhibit 2 to Amendment No. 3 to Schedule 13D filed by Ampersand 2018 Limited Partnership on January 19, 2021).</u>
3.	<u>Security Agreement, dated January 7, 2021, by and between Ampersand 2018 Limited Partnership and Interpace Biosciences, Inc. (incorporated by reference to Exhibit 3 to Amendment No. 3 to Schedule 13D filed by Ampersand 2018 Limited Partnership on January 19, 2021).</u>
4.	<u>Amendment to Secured Promissory Note, dated May 10, 2021, by and between Interpace Biosciences, Inc. and Ampersand 2018 Limited Partnership (incorporated by reference to Exhibit 4 to Amendment No. 4 to Schedule 13D filed by Ampersand 2018 Limited Partnership on May 18, 2021).</u>
5.	<u>Amendment to the Security Agreement, dated May 10, 2021, by and between Ampersand 2018 Limited Partnership and Interpace Biosciences, Inc. (incorporated by reference to Exhibit 5 to Amendment No. 4 to Schedule 13D filed by Ampersand 2018 Limited Partnership on May 18, 2021).</u>

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 12, 2021

Ampersand 2018 Limited Partnership

By: AMP-18 Management Company Limited Partnership, its
General Partner

By: AMP-18 MC LLC, its General Partner

By: /s/ Dana L. Niles

Name: Dana L. Niles

Title: Chief Operating Officer

AMP-18 Management Company Limited Partnership

By: AMP-18 MC LLC, its General Partner

By: /s/ Dana L. Niles

Name: Dana L. Niles

Title: Chief Operating Officer

AMP-18 MC LLC

By: /s/ Dana L. Niles

Name: Dana L. Niles

Title: Chief Operating Officer