

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 4)\*

**INTERPACE BIOSCIENCES, INC.**

(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

46062X 303  
(CUSIP Number)

1315 Capital II, L.P.  
1315 Capital Management II, LLC  
2929 Walnut Street, Suite 1240  
Philadelphia, PA 19104  
Telephone: (215) 662-1315

(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<br>1315 Capital II, L.P.   |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/> (b) <input type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS (See Instructions)<br>OO   |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)<br><input type="checkbox"/>              |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER<br>0                    |
|  | 8  | SHARED VOTING POWER<br>3,166,666 (1)      |
|  | 9  | SOLE DISPOSITIVE POWER<br>0               |
|  | 10   | SHARED DISPOSITIVE POWER<br>3,166,666 (1) |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,166,666 (1)  |   |

|    |  |
|----|--|
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)<br><input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>26.4% (2)  |
| 14 | TYPE OF REPORTING PERSON (See Instructions)<br>PN  |

- (1) Evidenced by 19,000 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, subject to adjustment, divided by an initial conversion price of \$6.00 per share, subject to adjustment, 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<br>1315 Capital Management II, LLC   |   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/> (b) <input type="checkbox"/> |   |
| 3   | SEC USE ONLY   |   |
| 4   | SOURCE OF FUNDS (See Instructions)<br>OO   |   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)<br><input type="checkbox"/>              |   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER<br>0                    |
|   | 8  | SHARED VOTING POWER<br>3,166,666 (1)      |
|   | 9  | SOLE DISPOSITIVE POWER<br>0               |
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| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>26.4% (2)  |   |
| 14  | TYPE OF REPORTING PERSON (See Instructions)<br>OO  |   |

- (1) Evidenced by 19,000 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, subject to adjustment, divided by an initial conversion price of \$6.00 per share, subject to adjustment, and then multiplied by the number of shares of Series B to be converted. See Items 1 and 6 below.
- (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. 4 to Schedule 13D (this “Amendment No. 4”) supplements and amends the Schedule 13D originally filed with the Securities and Exchange Commission (the “SEC”) on January 23, 2020, as amended by Amendment No. 1 thereto filed with the SEC on April 30, 2020, Amendment No. 2 thereto filed with the SEC on January 21, 2021 and Amendment No. 3 thereto filed with the SEC on May 20, 2021 (as so amended, the “Prior Statement” and, as supplemented and amended by this Amendment No. 4, 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. 4, items in the Prior Statement remain unchanged.

This Amendment No. 4 is being filed to report that, on November 1, 2021, the Issuer (i) paid off the Secured Promissory Note dated January 7, 2021 (the “Original Note”), by and between the Issuer and 1315 Capital II, L.P., a Delaware limited partnership (“1315 Capital”), as amended by the Note Amendment (the “Note Amendment”) dated May 10, 2021, by and between the Issuer and 1315 Capital, and further amended by subsequent amendments (the Original Note, as so amended, the “Note”), and (ii) the Issuer and Ampersand 2018 Limited Partnership, a Delaware limited partnership (“Ampersand”) terminated the related Security Agreement dated January 7, 2021 (the “Original Security Agreement”), by and between the Issuer and Ampersand, as amended by the Security Agreement Amendment dated May 10, 2021, by and between the Issuer and Ampersand (the Original Security Agreement, as amended by the Security Agreement Amendment, the “Security Agreement”).

**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:

On January 7, 2021, the Issuer entered into the Original Note with 1315 Capital pursuant to which 1315 Capital made a loan to the Issuer in a principal amount equal to \$2.0 million. On May 10, 2021, the Issuer entered into the Note Amendment with 1315 Capital to increase the principal amount of the Original Note to \$3.0 million. The rate of interest on the Note remained equal to eight percent (8.0%) per annum and its maturity date remained 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 were due on the Note until its maturity date. Thereafter, the Issuer and 1315 Capital entered into additional amendments to extend the maturity date of the Note to October 31, 2021. On November 1, 2021 (the next succeeding business day after Sunday, October 31, 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 Original Note, the Original Security Agreement, the Note Amendment and the Security Agreement Amendment are qualified in their entirety by reference to the full text of the Original Note, the Original Security Agreement, the Note Amendment and the Security Agreement Amendment which are filed as Exhibits 2, 3, 4 and 5 to this Amendment No. 4, respectively, and are incorporated herein by reference in their entirety.

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**Item 7. Materials to Be Filed as Exhibits**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 1.             | <a href="#">Joint Filing Agreement among 1315 Capital and 1315 Capital Management (incorporated by reference to Exhibit 1 to the Schedule 13D filed by 1315 Capital II, L.P. on January 23, 2020).</a>   |
| 2.             | <a href="#">Secured Promissory Note, dated January 7, 2021, by Interpace Biosciences, Inc. in favor of 1315 Capital II, L.P. (incorporated by reference to Exhibit 2 to Amendment No. 2 to Schedule 13D filed by 1315 Capital II, L.P. on January 21, 2021).</a>                   |
| 3.             | <a href="#">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. 2 to Schedule 13D filed by 1315 Capital II, L.P. on January 21, 2021).</a>       |
| 4.             | <a href="#">Amendment to Secured Promissory Note, dated May 10, 2021, by Interpace Biosciences, Inc. in favor of 1315 Capital II, L.P. (incorporated by reference to Exhibit 4 to Amendment No. 3 to Schedule 13D filed by 1315 Capital II, L.P. on May 20, 2021).</a>             |
| 5.             | <a href="#">Amendment to 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. 3 to Schedule 13D filed by 1315 Capital II, L.P. on May 20, 2021).</a> |

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**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

1315 CAPITAL II, L.P.

By: 1315 CAPITAL MANAGEMENT II, LLC, its General Partner

By: /s/ Adele C. Oliva

Name: Adele C. Oliva

Title: Managing Member

1315 CAPITAL MANAGEMENT II, LLC

By: /s/ Adele C. Oliva

Name: Adele C. Oliva

Title: Managing Member

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