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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file Number: 000-24249

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**Interpace Diagnostics Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**22-2919486**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

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**Morris Corporate Center 1, Building A  
300 Interpace Parkway, Parsippany, NJ 07054**

(Address of principal executive offices and zip code)

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**(844) 405-9655**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	The Nasdaq Stock Market LLC

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**Securities registered pursuant to Section 12(g) of the Act: None**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such short period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's common stock, \$0.01 par value per share, held by non-affiliates of the registrant on June 30, 2015, the last business day of the registrant's most recently completed second fiscal quarter, was \$10,550,048 (based on the closing sales price of the registrant's common stock on that date). Shares of the registrant's common stock held by each officer and director and each person who owns 10% or more of the common stock of the registrant have been excluded because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of April 29, 2016, 18,162,671 shares of the registrant's common stock, \$0.01 par value per share, were issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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## EXPLANATORY NOTE

Interpace Diagnostics Group, Inc. (“Interpace,” the “Company,” “we,” “us” or “our”) is filing this Amendment No. 2 to Form 10-K (this “Amendment”) to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which was originally filed with the Securities and Exchange Commission (the “SEC”) on March 30, 2016 (the “Original Filing”) and amended by Amendment No. 1 to the Original Filing filed with the SEC on April 29, 2016 (“Amendment No. 1”).

We are filing this Amendment solely for the purposes of (i) revising Item 10 of Part III of Amendment No. 1 with respect to the number of directors in Class I of the Board of Directors of the Company (the “Board”), the number of directors in Class III of the Board, the class of the Board in which Heinrich Dreismann, Ph.D. is a member and the term of the Class I directors and to reflect the removal of “Interim” from Nat Krishnamurti’s title on May 4, 2016; (ii) revising Item 12 of Part III of Amendment No. 1 to include the number of shares of our common stock beneficially owned by our other named executive officers who are no longer employees or executive officers of the Company and updating Item 12 of Part III to reflect the removal of “Interim” from Nat Krishnamurti’s title subsequent to the filing of Amendment No. 1; (iii) revising Item 13 of Part III of Amendment No. 1 to include certain related transactions; and (iv) amending and restating in its entirety Part IV of the Original Filing to include the new certifications required of the principal executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are contained within this Amendment, we are not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Except as described above, and in connection therewith, no other changes have been made to the Original Filing or Amendment No. 1 and the Original Filing continues to speak as of the date of the Original Filing. Except as expressly set forth herein, this Amendment does not reflect events occurring after the date of the Original Filing or Amendment No. 1 or modify or update any of the other disclosures contained therein in any way other than as required to reflect the amendments discussed above. Accordingly, this Amendment should be read in conjunction with the Original Filing, Amendment No. 1 and the Company’s other filings with the SEC.

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**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

**Board of Directors**

The Board of Directors (the “Board”) currently consists of six members and is divided into three classes, with two directors in Class I, two directors in Class II and two directors in Class III. Directors serve for three-year terms with one class of directors being elected by the Company’s stockholders at each annual meeting.

NAME	AGE	CLASS <sup>(1)</sup>	PRINCIPAL OCCUPATION OR EMPLOYMENT
Stephen J. Sullivan	69	I	Founder of CRO Advisors LLC
Heinrich Dreismann, Ph.D.	61	I	Retired
Harry Glorikian	50	II	Consultant
Kapila Ratnam, Ph.D	49	II	Partner at NewSpring Capital
Joseph Keegan, Ph.D.	62	III	Chairman of the Board for Labcyte Corporation
Jack E. Stover	62	III	Interim President and Chief Executive Officer of Interpace Diagnostics Group, Inc.

(1) The term of the Class I directors expires in 2016; the term of the Class II directors expires in 2018; and the term of the Class III directors expires in 2017.

**Stephen J. Sullivan** was appointed Interim Chairman of the Board effective January 1, 2016. Mr. Sullivan joined us as a director in September 2004 and has served as Chairman of various committees of the Board. In early 2010, Mr. Sullivan founded CRO Advisors LLC, a specialty consulting firm he continues to head. Previously, Mr. Sullivan was the president and chief executive officer and a member of the board of directors of Harlan Laboratories, Inc. (“Harlan”), a privately held global provider of preclinical research tools and services, from February 2006 through January 2010, when he retired from that position. Prior to joining Harlan in 2006, Mr. Sullivan was a senior vice president of Covance, Inc. (“Covance”) and the president of Covance Central Laboratories, Inc., a major division of Covance. Prior to joining Covance, Mr. Sullivan was chairman and chief executive officer of Xenometrix, Inc., a biotechnology company with proprietary gene expression technology. He successfully merged Xenometrix with Discovery Partners International. Prior to Xenometrix, Mr. Sullivan was vice president and general manager of a global diagnostic sector of Abbott Laboratories. Since June 2013 and May 2013, Mr. Sullivan has been the chairman of the board of BioreclamationIVT, LLC, a privately owned bio-materials company, and a member of the board of directors of PHT Corporation, a privately owned leader in electronic patient recorded outcomes in clinical trials, respectively. Since April 2011, Mr. Sullivan has been chairman of the board of MI Bioresearch, Inc. (formerly known as Molecular Imaging, Inc.), a venture-backed drug discovery services company. Since May 2015, Mr. Sullivan has been chairman of the board of Microbiology Research Associates, a microbiology services company. In January 2016, Mr. Sullivan became chairman of the board of H2O Clinical, a specialty contract research organization, and in November 2015, Mr. Sullivan joined the board of Accel Clinical Research, a phase 1 contract research organization. Mr. Sullivan graduated from the University of Dayton, was a commissioned officer in the Marine Corps, and completed his M.B.A. in Marketing and Finance at Rutgers University.

Mr. Sullivan has held senior leadership positions in companies in the life sciences and healthcare services industries. His specific qualifications and skills in the areas of general operations, financial operations and administration, and mergers and acquisitions led the Board to conclude that Mr. Sullivan should serve as a director of the Company.

**Harry Glorikian** was appointed to the Board effective January 1, 2016 and was subsequently appointed Chairman of our Nominating and Corporate Governance Committee (the “Nominating Committee”). Since October 2014, Mr. Glorikian has served as an Entrepreneur In Residence to GE Ventures, the venture capital subsidiary of General Electric, and is also on the board of GeneNews Ltd., a molecular diagnostics company. He also serves on the advisory board of Nuclis, a gene-editing industrial biotech company, Evidation Health, a digital health startup launched with support from GE Ventures, and several other companies. He is also a co-founder and an advisory board member of DrawBridge Health, a diagnostics startup launched with support from GE Ventures. Previously, Mr. Glorikian co-founded and held the position of managing director and head of consulting services for Scientia Advisors, a company that provided strategic advice and implementation services for healthcare and life science companies. Mr. Glorikian worked at Scientia Advisors from June 2004 until it was acquired by Precision for Medicine in November of 2012. Among his other professional roles, Mr. Glorikian served as senior manager for global business development at PE Applied Biosystems, a life sciences company, from 1997 to 2004, founded X-Cell Laboratories, a medical diagnostics company, in 1993, managed global sales at Signet Laboratories, a medical diagnostics company, from 1994 to 1997 and held various roles at BioGenex Laboratories, a medical diagnostics company, from 1990 to 1993. Mr. Glorikian holds an MBA from Boston University and a bachelor's degree from San Francisco State University.

Mr. Glorikian has held senior leadership positions in companies in the life sciences and healthcare services industries. His specific qualifications and skills in the areas of molecular diagnostics and biotechnology led the Board to conclude that Mr. Glorikian should serve as a director of the Company.

**Kapila Ratnam, Ph.D.** was appointed to the Board effective October 30, 2015. Dr. Ratnam is a partner at NewSpring Capital, a private equity firm. Dr. Ratnam joined NewSpring Capital in 2007 and became a partner in 2015 and focuses on investments in technology enabled services, niche clinical providers, and specialty pharmaceutical investments. She has over 15 years of experience in drug discovery and development, as well as enabling biotechnologies. Dr. Ratnam is also a member of the board of directors of Paragon Bioservices Inc., a contract development and manufacturing organization. Prior to joining NewSpring Capital, Dr. Ratnam worked at GlaxoSmithKline Pharmaceuticals, a global pharmaceutical company, and PSI International, Inc., a technology and health sciences company. She has a Ph.D. from the Ohio State University and completed her postdoctoral training at the University of Pennsylvania. Dr. Ratnam also has an MBA from Columbia University.

Dr. Ratnam's specific qualifications and skills in the areas of drug discovery and development and experience in investments in clinical providers and specialty pharmaceutical companies led the Board to conclude that Dr. Ratnam should serve as a director of the Company.

**Heiner Dreismann, Ph.D.** was appointed to the Board in August 2014 and has subsequently served on various committees of the Board. Effective January 1, 2016, Dr. Dreismann was appointed Chairman of the Compensation & Management Development Committee (the “Compensation Committee”). Dr. Dreismann served as the Interim CEO for GeneNews Limited, a molecular diagnostic test and personalized health management company, from 2009 to June 2013, at which time he retired. From 2006 to 2009, Dr. Dreismann served as the CEO of Vectrant Technologies, Inc., a diagnostics company. Prior to that, Dr. Dreismann held several senior positions at the Roche Group from 1985 to 2006, including President and CEO of Roche Molecular Systems, Head of Global Business Development for Roche Diagnostics and Member of Roche's Global Diagnostic Executive Committee. Dr. Dreismann currently serves on the board of directors of the following public companies: GeneNews (TSX: GEN) (2006 to present), Ignyta, Inc. (NASDAQ: RXDX) (October 2013 to present), and Myriad Genetics (NASDAQ: MYGN) (June 2010 to present). Dr. Dreismann previously served on the boards of directors of the following public companies: Med BioGene Inc. (TSX: MBI) (2008 to May 2014) and Shrink Nanotechnologies, Inc. (OTC: INKN) (2009 to November 2011). He currently serves on the boards of directors of the following private companies: Adarza BioSystems, Inc. (April 2011 to present), Dynex Technologies (2007 to present), Singulex, Inc. (2007 to present), and Stratos Genomics (March 2010 to present), GestVision, Inc. (2015 to present), Novellus Biopharma AG (2015 to present), Ixcela, Inc. (2015 to present), Nucleix Ltd. (2015 to present), and BioCision, LLC (2015 to present). Dr. Dreismann has also previously served on the boards of directors for several other privately held companies. Dr. Dreismann received his Ph.D., summa cum laude, in microbiology/molecular biology and his master's degree in biology from the University of Münster, and completed a postdoctoral fellowship at the Saclay Nuclear Research Centre. Dr. Dreismann is a current member of the European Diagnostic Manufacturers Association, the American Society for Microbiology, and New York Academy of Sciences.

Dr. Dreismann provides the Board with important business and managerial expertise from his more than 20 years at Roche, including specific expertise in developing and commercially launching diagnostic products. Dr. Dreismann's scientific background and expertise also enable him to provide the Board with technical advice on product research and development. His diversified background of managing and serving as a director of several companies in the health care industry led the Board to conclude that Dr. Dreismann should serve as a director of the Company.

**Joseph Keegan, Ph.D.** was appointed to the Board effective January 1, 2016 and was subsequently appointed Chairman of our Audit Committee. Dr. Keegan has more than 30 years of experience in life science businesses. From 2007 to 2012, when it was sold to Pall Corporation, Dr. Keegan was CEO at ForteBio, Inc., a life science tool company, where he helped to lead a financing round and established product development and sales strategies for that company. From 1998 to 2007, Dr. Keegan was CEO at Molecular Devices Corporation (NASDAQ: MDCC), a provider of bioanalytical measurement systems, software and consumables, where Dr. Keegan grew the company both internally and through acquisitions. From 1992 to 1998, Dr. Keegan worked at Becton Dickinson and Company, a medical technology company that manufactures and sells medical devices and instrument systems, where he served as President of Worldwide Tissue Culture and Vice President, General Manager of Worldwide Flow Cytometry. From 1988 to 1992, Dr. Keegan was Vice President of the Microscopy and Scientific Instruments Division of Leica, Inc., a life science tool and semiconductor equipment provider. He currently serves on the boards of directors of Advanced Cell Diagnostics, Courtagen Life Sciences, Labcyte Corporation as chairman, Optofluidics, Inc., Response Biomedical Corporation (RBM:Toronto), Stereotaxis, Inc. (NASDAQ: STXS), Unchained Labs, Inc., Wasatch Microfluidics, Inc., and the San Francisco Opera. Dr. Keegan holds a B.A. in Chemistry from Boston University and a Ph.D. in Physical Chemistry from Stanford University.

Dr. Keegan's specific qualifications and skills in the areas of life science businesses, product development and sales strategies led the Board to conclude that Dr. Keegan should serve as a director of the Company.

**Jack E. Stover** was appointed as Interim President and Chief Executive Officer of the Company effective December 22, 2015. Mr. Stover has been a member of the Board since 2005 and previously served as Chairman of the Audit Committee of the Board from 2005 to December 22, 2015. Mr. Stover has been chief executive officer of Zebec Therapeutics LLC (the successor to Quadrant Pharmaceuticals LLC), a privately held specialty pharmaceutical company, since April 2014. From 2009 to February 2012, Mr. Stover served as the executive chairman of Targeted Nano Therapeutics LLC, a privately held biotechnology company focused on targeted delivery of peptides and proteins. Mr. Stover has also been a member of the board of Cernostics, Inc., a private molecular diagnostic company, since March of 2015. Mr. Stover was also chairman of the audit committee and a member of the board of directors of Arbios Systems Inc. (NASDAQ: ABOS) from 2005 to 2008 and a member of the board of directors of Influmedix, Inc. a private vaccine company from 2010 to 2011. From 2004 to 2008, he served as chief executive officer, president and director of Antares Pharma Inc., a publicly held specialty pharmaceutical and medical device company listed at the time on the American Stock Exchange. Prior to that, Mr. Stover was executive vice president and chief financial officer of Sicor, Inc., a publicly held company which manufactured and marketed injectable pharmaceutical products, and which was acquired by Teva Pharmaceutical Industries. Prior to that, Mr. Stover was executive vice president and director of a private proprietary women's pharmaceutical company, Gynetics, Inc., and before that he was senior vice president and director of B. Braun Medical, Inc., a privately held global medical device and pharmaceutical company. From 1975 to 1995, Mr. Stover was employed by PricewaterhouseCoopers LLC (then Coopers and Lybrand), and was a partner from 1985, working in the bioscience industry. Mr. Stover received his B.A. in Accounting from Lehigh University and is a Certified Public Accountant.

Mr. Stover has held several senior leadership positions in the life sciences and medical device industry. In addition, his specific experience and skills in the areas of general operations, financial operations and administration of life sciences and device companies led the Board to conclude that Mr. Stover should serve as a director of the Company.

There are no arrangements or understandings between any of our directors and any other persons pursuant to which such person was selected as a director. In addition, no director is related to any of our other directors, executive officers or persons nominated or chosen by the Company to become a director or executive officer that would require disclosure pursuant to Item 401(d) of Regulation S-K.

## Executive Officers

The following table sets forth the names, ages and principal position of our executive officers as of the date of this Amendment:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Jack E. Stover	62	Interim President and Chief Executive Officer
Nat Krishnamurti	44	Chief Financial Officer, Secretary and Treasurer

The principal occupation and business experience for at least the last five years for each executive officer is set forth below (except for Mr. Stover, whose business experience is discussed in this Amendment under the heading “Board of Directors” in this Item 10).

**Nat Krishnamurti** was appointed as the Chief Financial Officer of the Company effective as of May 4, 2016. Mr. Krishnamurti served as the Company’s Interim Chief Financial Officer from March 1, 2016 to May 3, 2016. Mr. Krishnamurti was appointed as Secretary and Treasurer effective March 1, 2016, and served as the Company’s Vice President, Corporate Controller and Chief Accounting Officer from August 2015 to February 2016. Prior to joining the Company, Mr. Krishnamurti served as chief financial officer of Applied Minerals, Inc. (“Applied Minerals”), a publicly traded company that is a leading producer of halloysite clay and advanced natural oxide solutions, from May 2012 to August 2015. Between October 2011 and May 2012, Mr. Krishnamurti was in a transition between positions. Prior to Applied Minerals, Mr. Krishnamurti served as Chief Accounting Officer for inVentiv Health, a global provider of clinical, communications and commercial services to the global pharmaceutical, life sciences, and biotechnology industries which was publicly traded until August 2010, from May 2000 to September 2011, where he also held various finance positions of increasing responsibility, including Manager, Director, and VP of Finance. Prior to inVentiv Health, Mr. Krishnamurti worked in public accounting firms, including PricewaterhouseCoopers LLP and Feldman Sherb & Co., P.C. Mr. Krishnamurti earned an M.B.A. from Long Island University and a B.S. in accounting from City University of New York, Brooklyn College and is a licensed Certified Public Accountant.

There are no arrangements or understandings between Mr. Krishnamurti and any other persons pursuant to which he was selected as an officer. In addition, there is no family relationship between Mr. Krishnamurti and any director, executive officer or person nominated or chosen by the Company to become a director or executive officer that would require disclosure pursuant to Item 401(d) of Regulation S-K.

## Governance of the Company

### *Corporate Governance and Code of Business Conduct*

Our Board has adopted a written Code of Business Conduct that applies to our directors, officers, and employees, as well as Corporate Governance Guidelines applicable specifically to our Board. You can find links to these documents in the “Investor Relations” section of our website page at [www.interpatediagnostics.com](http://www.interpatediagnostics.com). The content contained in, or that can be accessed through, our website is not incorporated into this Amendment. Disclosure regarding any amendments to, or any waivers from, a provision of our Code of Business Conduct that applies to one or more of our directors, our principal executive officer, our principal financial or our principal accounting officer will be included in a Current Report on Form 8-K within four business days following the date of the amendment or waiver, or posted on our website ([www.interpatediagnostics.com](http://www.interpatediagnostics.com)).

### *Board Leadership and Structure*

The Interim Chairman of the Board, who is currently an independent director, presides at all meetings of the Board. Mr. Sullivan serves as the Interim Chairman of the Board, and Mr. Stover, our Interim Chief Executive Officer, serves as a director.



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The Board believes that having an independent director serve as Chairman of the Board is in the best interests of our stockholders. This structure provides more direct independent oversight and active participation of our independent directors in setting agendas and establishing policies and procedures of our Board. Further, this structure permits our Chief Executive Officer to focus on the management of our day-to-day operations.

The Board does not have a policy on whether or not the roles of Chief Executive Officer and Chairman of the Board should be separate. The Board believes that it should be free to make a choice from time to time in any manner that is in the best interests of the Company and our stockholders.

### ***Board Meetings, Committees***

During the year ended December 31, 2015, the Board held 15 meetings, the Audit Committee held seven meetings, the Compensation Committee held eight meetings, and the Nominating and Corporate Governance Committee (the “Nominating Committee”) held six meetings. Each committee member is a non-employee director of the Company who meets the independence requirements of The Nasdaq Stock Market, LLC (“NASDAQ”) and applicable law. Each of our incumbent directors attended at least 75% of the total number of Board meetings and committee meetings on which he or she served during 2015. We have adopted a policy encouraging our directors to attend annual meetings of stockholders. All of our directors attended our annual stockholders’ meeting held on June 3, 2015. Our Board has three standing committees, each of which is described below.

#### **Audit Committee**

The Audit Committee is currently comprised of Dr. Keegan (Chairperson), Mr. Sullivan and Dr. Dreismann. The primary purposes of our Audit Committee are to assist the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control, legal compliance and risk management functions of the Company, including, without limitation, assisting the Board’s oversight of: (i) the integrity of our financial statements; (ii) the effectiveness of our internal control over financial reporting; (iii) our compliance with legal and regulatory requirements; (iv) the qualifications and independence of our independent registered public accounting firm; and (v) the performance of our internal audit function and independent registered public accounting firm. The Audit Committee is also responsible for preparing the report of the Audit Committee required by the rules and regulations of the SEC for inclusion in our annual proxy statement.

Our Board has determined that each member of our Audit Committee is independent within the meaning of the rules of NASDAQ and as required by the Audit Committee charter. Our Board has determined that the chairperson of the Audit Committee, Dr. Keegan, is an “audit committee financial expert,” as that term is defined in Item 407(d) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Our Audit Committee charter is posted and can be viewed in the “Investor Relations” section of our website at [www.interpacediagnostics.com](http://www.interpacediagnostics.com).

#### **Compensation & Management Development Committee (the “Compensation Committee”)**

The Compensation Committee is currently comprised of Dr’s. Dreismann (Chairperson) and Keegan and Mr. Glorikian. Each member of our Compensation Committee is “independent” within the meaning of the rules of NASDAQ and as required by the Compensation Committee charter. The primary purposes of our Compensation Committee are: (i) to establish and maintain our executive compensation policies consistent with corporate objectives and stockholder interests; (ii) to oversee the competency and qualifications of our senior management personnel and the provisions of senior management succession planning; and (iii) to advise the Board with respect to director compensation issues. The Compensation Committee also administers our equity compensation plans.

The Compensation Committee provides overall guidance for our executive compensation policies and determines the value and elements of compensation for our executive officers, except for our Interim Chief Executive Officer, whose compensation is approved by independent members of our Board. In making its determinations with respect to executive compensation, the Compensation Committee retained the services of an independent compensation consultant, Buck Consultants, LLC (“Buck Consultants”) during most of 2015, to assist with the design of our executive compensation and short and long term incentive programs. With the sale of our Commercial Services business on December 22, 2015 and the downsizing of the infrastructure and staff of the Company, the Compensation Committee used its experience in working with emerging medical companies as the basis for establishing compensation for 2016. We believe that the use of an independent compensation consultant, when needed, provides additional expertise to help us structure our executive compensation arrangements in a manner that is reasonable and consistent with our objectives, and is in alignment with survey data we typically use for benchmarking purposes and external market trends.

Our Compensation Committee charter is posted and can be viewed in the “Investor Relations” section of our website at [www.interpcediagnostics.com](http://www.interpcediagnostics.com).

#### **Nominating and Corporate Governance Committee (the “Nominating Committee”)**

The Nominating Committee is currently comprised of Mr. Glorikian (Chairperson) and Drs. Keegan and Dreismann. Each member of our Nominating Committee is “independent” within the meaning of the rules of NASDAQ and as required by the Nominating Committee charter. The primary purposes of the Nominating Committee are: (i) to recommend to the Board the nomination of individuals who are qualified to serve as our directors and on committees of the Board; (ii) to advise the Board with respect to the composition, size, structure and procedures of the Board; (iii) to advise the Board with respect to the composition, size and membership of the Board’s committees; (iv) to advise the Board with respect to corporate governance principles applicable to the Company; and (v) to oversee the evaluation of the Board as a whole and the evaluation of its individual members standing for re-election. The Nominating Committee also has responsibility for reviewing and approving all transactions that are “related party” transactions under SEC rules.

The Nominating Committee does not set specific, minimum qualifications that nominees for director must meet in order for the Nominating Committee to recommend them to the Board, but rather believes that each nominee should be evaluated based on his or her individual merits, taking into account our needs and the composition of the Board. Members of the Nominating Committee discuss and evaluate possible candidates in detail, and suggest individuals to explore in more depth. Outside consultants have also been employed from time to time to help identify candidates. Once a candidate is identified whom the Nominating Committee wants to seriously consider and move toward nomination, the chairperson of the Nominating Committee enters into a discussion with that nominee candidate. Subsequently, the chairperson will discuss the qualifications of the candidate with the other members of the Nominating Committee, and the Nominating Committee will then make a final recommendation with respect to that candidate to the Board.

The Nominating Committee considers many factors when determining the eligibility of candidates for nomination as directors. The Nominating Committee does not have a diversity policy; however, its goal is to nominate candidates from a broad range of experiences and backgrounds who can contribute to the Board’s deliberations by reflecting a range of perspectives, thereby increasing its overall effectiveness. In identifying and recommending nominees for positions on the Board, the Nominating Committee places primary emphasis on: (i) a candidate’s judgment, character, expertise, skills and knowledge useful to the oversight of our business; (ii) a candidate’s business or other relevant experience; and (iii) the extent to which the interplay of the candidate’s expertise, skills, knowledge and experience with that of other members of the Board will build a Board that is effective, collegial and responsive to our needs. The Nominating Committee will consider nominees recommended by stockholders, based on the same criteria described above, provided such nominations comply with the applicable provisions of our Amended and Restated Bylaws and the procedures to be followed in submitting proposals. No material changes have been implemented to the procedures by which stockholders may recommend nominees to our Board since the date of our last disclosure.

Our Nominating Committee charter is posted and can be viewed in the “Investor Relations” section of our website at [www.interpcediagnostics.com](http://www.interpcediagnostics.com).

## **Risk Oversight by the Board**

The Board and, in particular, the Audit Committee view enterprise risk management as an integral part of the Company's planning process. The subject of risk management is a recurring agenda item. The Audit Committee receives reports from the Chief Compliance Officer (or an outside consultant fulfilling that responsibility), and the Audit Committee in turn calls the Board's attention to items in such reports as it deems appropriate for review by the full Board.

Additionally, the charters of certain of the Board's committees assign oversight responsibility for particular areas of risk. For example, our Audit Committee oversees management of enterprise-wide risks, including those related to accounting, auditing and financial reporting and maintaining effective internal control over financial reporting, and for compliance with the Code of Business Conduct. Our Nominating Committee oversees compliance with listing standards for independent directors, committee assignments and related party transactions and other conflicts of interest. Our Compensation Committee oversees the risk related to our compensation plans, policies and practices. All of these risks are discussed with the entire Board in the ordinary course of the chairperson's report of committee activities at regular Board meetings

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than ten percent (10%) of our common stock, to file reports of ownership and changes in ownership with the SEC. Executive officers, directors and greater than ten percent (10%) stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To the best of our knowledge, based solely on our review of the copies of such forms furnished to us, or written representations that no other forms were required, we believe that all Section 16(a) filing requirements applicable to our executive officers, directors and greater than ten percent (10%) stockholders were complied with during the fiscal year ended December 31, 2015 except for the following:

- Gerald R. Melillo, Jr. filed a Form 4 on December 4, 2015 for transactions that occurred on November 25, 2015.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table shows, as of April 29, 2016, the number of shares of our common stock beneficially owned by: (i) each stockholder who is known by us to own beneficially in excess of 5% of our outstanding common stock; (ii) each of our current directors; (iii) each of our named executive officers included in the section of Amendment No. 1 entitled “Summary Compensation Table”; and (iv) all directors and executive officers as a group.

Except as otherwise indicated, the persons listed below have sole voting and investment power with respect to all shares of common stock owned by them and all information with respect to beneficial ownership has been furnished to us by the respective stockholder. Except as otherwise listed below, the address of the persons listed below is c/o Interpace Diagnostics Group, Inc., Morris Corporate Center One, 300 Interpace Parkway, Building A, Parsippany, New Jersey 07054. The percentage of beneficial ownership is based on 18,162,671 shares of common stock outstanding on April 29, 2016.

Name of Beneficial Owner	Number of Shares Beneficially Owned <sup>(1)</sup>	Percent of Shares Outstanding
<b>Executive officers and directors:</b>		
Jack E. Stover <sup>(2)</sup>	197,378 <sup>(6)</sup>	1.15
Nat Krishnamurti <sup>(3)</sup>	8,793	*
Stephen J. Sullivan <sup>(4)</sup>	197,828 <sup>(6)</sup>	1.1%
Heiner Dreismann <sup>(5)</sup>	44,815	*
Joseph Keegan <sup>(5)</sup>	127,696 <sup>(7)</sup>	*
Harry Glorikian <sup>(5)</sup>	127,696 <sup>(7)</sup>	*
Kapila Ratnam <sup>(5)</sup>	--	*
as a group (7 persons)	704,206	3.9%
<b>5% stockholders:</b>		
John P. Dugan 39 Fort Defiance Hill Road Garrison, NY 10524 <sup>(8)</sup>	4,869,878	26.8%
Heartland Advisors, Inc. <sup>(9)</sup> 789 North Water Street Milwaukee, WI 53202	2,994,313	16.5%
Dimensional Fund Advisors LP <sup>(10)</sup> 6300 Bee Cave Road Austin, TX 78746	1,161,469	6.4%
Nancy S. Lurker <sup>(11)</sup> 6 Lenape Trail, Peapack, NJ 07977	977,681	5.4%
<b>Named Executive Officers (other than Mr. Stover and Ms. Lurker):</b>		
Graham G. Miao <sup>(12)</sup>	142,852	*
Gerald R. Melillo, Jr. <sup>(13)</sup>	239,122 <sup>(14)</sup>	1.32%

\* Represents less than 1% of shares of common stock outstanding.

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- (1) Beneficial ownership and percentage ownership are determined in accordance with the rules and regulations of the SEC and include voting or investment power with respect to shares of stock. This information does not necessarily indicate beneficial ownership for any other purpose. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we include shares underlying common stock derivatives, such as options, RSUs and SARs that a person has the right to acquire within 60 days of April 29, 2016. Such shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person.
- (2) Currently serves as our Interim President and Chief Executive Officer and as a member of the Board.
- (3) Serves as our Chief Financial Officer, Secretary and Treasurer as of the date of this Amendment.
- (4) Currently serves as Interim Chairman of the Board.
- (5) Member of the Board.
- (6) Includes 100,000 RSUs that would vest immediately upon retirement.
- (7) Represents RSUs that would vest immediately upon retirement.
- (8) Includes 618,750 shares of our common stock held by Mr. Dugan's spouse, which may be deemed to be beneficially owned by Mr. Dugan.
- (9) Represents 2,994,313 shares of common stock beneficially owned by (i) Heartland Advisors, Inc., by virtue of its investment discretion and voting authority granted by certain clients, which may be revoked at any time, and (ii) William J. Nasgovitz, by virtue of his control of Heartland Advisors, Inc. This information is based on the Schedule 13D/A filed by Heartland Advisors, Inc. with the SEC on April 26, 2016.
- (10) Represents 1,152,676 shares of common stock over which Dimensional Fund Advisors LP has sole power to vote, or to direct the vote, and 8,793 shares of common stock that it indirectly controls by virtue of its status as an investment advisor or sub-advisor to certain other investment companies. This information is based on the Schedule 13G/A filed by Dimensional Fund Advisors LP with the SEC on February 9, 2016.
- (11) Includes 50,000 shares of our common stock held by Ms. Lurker's spouse, which may be deemed to be beneficially owned by Ms. Lurker. Ms. Lurker disclaims beneficial ownership of the shares of our common stock that are held by her spouse.
- (12) Based solely on the information contained in the Form 4 filed with the SEC on December 30, 2015 by Mr. Miao. Mr. Miao no longer served as Chief Financial Officer effective March 1, 2016.
- (13) Based solely on the information contained in the Form 4 filed with the SEC on December 4, 2015 by Mr. Melillo. Mr. Melillo no longer served as President, Sales Services effective December 1, 2015.
- (14) Includes 108,949 SARs that were unexercised as of December 31, 2015.

### **Equity Compensation Plan Information**

The information required by Item 201(d) of Regulation S-K is set forth under the heading "Securities Authorized For Issuance Under Equity Compensation Plans" in Part II – Item 5- "Market for our Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" in the Original Filing.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

#### **Certain Relationships and Related Transactions**

We are required to disclose transactions since January 1, 2015, to which we have been a party, in which the amount involved in the transaction exceeds \$120,000, and in which any of our directors, executive officers or, to our knowledge, beneficial owners of more than 5% of our capital stock or an affiliate or immediate family member thereof had or will have a direct or indirect material interest, other than employment, compensation, termination and change in control arrangements with our named executive officers, which are described in Item 11 – "Executive Compensation" of Amendment No. 1. Except as otherwise disclosed below, we are not a party to a current transaction with a related person, have not been a party to such a transaction since January 1, 2015, and no transaction is currently proposed, in which the amount of the transaction exceeds \$120,000 and in which a related person had or will have a direct or indirect material interest.

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Kapila Ratnam, who was appointed to the Board on October 30, 2015, is a partner at NewSpring Capital, a private equity firm. A private equity fund managed by NewSpring Capital was a stockholder of RedPath Integrated Pathology, Inc. (“RedPath”), which we acquired on October 31, 2014. An affiliate of NewSpring Capital serves as the representative (the “Equityholder Representative”) of the former equity holders of RedPath (the “RedPath Equityholders”).

As previously disclosed, in connection with our acquisition of RedPath, we entered into a Contingent Consideration Agreement with the Equityholder Representative. Pursuant to the Contingent Consideration Agreement, we agreed to issue to the RedPath Equityholders 500,000 shares of our common stock upon acceptance for publication of a specified article related to PathFinder TG for the management of Barrett’s esophagus, and an additional 500,000 shares of our common stock upon the commercial launch of PathFinder TG for the management of Barrett’s esophagus (collectively, the “Common Stock Milestones”). 500,000 shares of our common stock were issued to the RedPath Equityholders in June 2015 from treasury stock, and, following the sale of substantially all of the Commercial Services business on December 22, 2015, which sale accelerated the Common Stock Milestones not then already achieved, the additional 500,000 shares of our common stock were issued to the RedPath Equityholders in March 2016 from treasury stock. The RedPath Equityholders are entitled to an additional \$5 million cash payment upon the achievement by us of \$14.0 million or more in annual net sales of PathFinder TG for the management of Barrett’s esophagus and a further \$5 million cash payment upon the achievement by us of \$37.0 million or more in annual net sales of a basket of assays of Interpace Diagnostics, LLC and Interpace Diagnostics Corporation. In addition, we are obligated to pay revenue based payments to the RedPath Equityholders through 2025 of 6.5% on annual net sales above \$12.0 million of PancreaGen®-Pancreas, 10% on annual net sales up to \$30 million of PathFinder TG for the management of Barrett’s esophagus and 20% on annual net sales above \$30 million of PathFinder TG for the management of Barrett’s esophagus.

As previously disclosed, on October 31, 2014, we issued an \$11.0 million interest-free note to the Equityholder Representative (the “Note”) at the closing of our acquisition of RedPath. The Note is interest-free and payable in eight equal consecutive quarterly installments beginning October 1, 2016. In the second quarter of 2015, the final working capital adjustment was made, reducing the balance of the Note to approximately \$10.7 million. On October 30, 2015, in connection with the sale of substantially all of the Commercial Services business, the Note was amended to, among other things, permit us to enter into a revolving loan facility; permit us to sell the Commercial Services business and to use the proceeds of the sale to pay off the amounts due under our then existing \$20 million Credit Agreement and to continue to make payments on the debt due under the Note in accordance with the terms of the Note; provided that, upon written request by the Equityholder Representative on April 30, 2016, we would make a one-time principal payment in the amount of \$1,333,750 on July 1, 2016 rather than as originally due on July 1, 2018 (which such request the Company did not receive); and provided further that the 500,000 shares of our common stock to be issued upon the commercial launch of PancreaGen® for the management of Barrett’s esophagus would be deemed earned by the RedPath Equityholders as of the closing of the sale of the Commercial Services business. Ms. Ratnam was appointed to the Board in connection with the amendment to the Note.

The interest rate of the Note will be 5.0% in the event of a default under the Note. Our obligations under the Note are guaranteed by us and our subsidiaries in favor of the Equityholder Representative. Pursuant to the guarantee, we and our subsidiaries also granted a security interest in substantially all of our and their assets, including intellectual property, to secure the obligations to the Equityholder Representative. As of March 31, 2016, the balance of the Note is approximately \$8.6 million. Principal payments due related to the Note over the next three years are \$1,334,000, \$5,335,000 and \$4,001,000 in 2016, 2017 and 2018, respectively.

As previously disclosed, also in connection with our acquisition of RedPath, we assumed a liability for a January 2013 settlement agreement (the “Settlement Agreement”) entered into by the RedPath Equityholders with the Department of Justice (“DOJ”). Under the terms of the Settlement Agreement, we are obligated to make payments to the DOJ for the calendar years ended December 31, 2014 through 2017, up to a maximum of \$3.0 million. We have been indemnified by the RedPath Equityholders for up to \$2.5 million of the obligation, with the first \$0.5 million payable by us.

## Director Independence

Our Board has determined that Messrs. Sullivan and Glorikian and Drs. Keegan, Ratnam and Dreismann, are independent within the meaning of the applicable rules and regulations of the SEC and NASDAQ.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Amendment or the Original Filing, as noted below:

(1) Financial Statements – See Index to Financial Statements on page F-1 of the Original Filing.

(2) Financial Statement Schedule

Schedule II: Valuation and Qualifying Accounts

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(3) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	Asset Purchase Agreement, dated August 13, 2014, by and between Interpace Diagnostics, LLC and Asuragen, Inc., incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 5, 2014.
2.2	Agreement and Plan of Merger, dated October 31, 2014, by and among RedPath Integrated Pathology, Inc., the Company, Interpace Diagnostics, LLC, RedPath Acquisition Sub, Inc. and RedPath Equityholder Representative, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
2.3	Asset Purchase Agreement, dated as of October 30, 2015, by and between Publicis Touchpoint Solutions, Inc. and PDI, Inc. is incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K, filed with the SEC on November 2, 2015.
3.1	Certificate of Incorporation of PDI, Inc. (n.k.a. Interpace Diagnostics Group, Inc.), incorporated by reference to the designated exhibit of the Company's Registration Statement on Form S-1 (File No. 333-46321), filed with the SEC on May 19, 1998.
3.2	Certificate of Amendment of Certificate of Incorporation of PDI, Inc. (n.k.a. Interpace Diagnostics Group, Inc.), incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2001, filed with the SEC on March 13, 2002.
3.3	Certificate of Amendment to the Certificate of Incorporation of PDI, Inc. (n.k.a. Interpace Diagnostics Group, Inc.), incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed with the SEC on August 14, 2012.
3.4	Amended and Restated By-Laws of PDI, Inc. (n.k.a. Interpace Diagnostics Group, Inc.), incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 6, 2014.
3.5	Certificate of Amendment to the Certificate of Incorporation of PDI, Inc. (n.k.a. Interpace Diagnostics Group, Inc.), incorporated by reference to the designated exhibit of the Company's Form 8-K filed with the SEC on December 23, 2015.
3.6	Certificate of Amendment to the Certificate of Incorporation of PDI, Inc. (n.k.a. Interpace Diagnostics Group, Inc.), incorporated by reference to the designated exhibit of the Company's Form 8-K filed with the SEC on December 23, 2015.
4.1	Specimen Certificate Representing the Common Stock, incorporated by reference to the designated exhibit of the Company's Registration Statement on Form S-1 (File No. 333-46321), filed with the SEC on May 19, 1998.
10.1*	2000 Omnibus Incentive Compensation Plan, incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed with the SEC on October 20, 2014.
10.2*	Executive Deferred Compensation Plan, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on March 8, 2010.
10.3*	Amended and Restated 2004 Stock Award and Incentive Plan, incorporated by reference to the designated exhibit of the Company's definitive proxy statement filed with the SEC on April 28, 2004.

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- 10.4\* Form of Restricted Stock Unit Agreement for Employees, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 8, 2009.
- 10.5\* Form of Stock Appreciation Rights Agreement for Employees, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 8, 2009.
- 10.6\* Form of Restricted Stock Unit Agreement for Directors, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 8, 2009.
- 10.7\* Form of Restricted Share Agreement, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on March 8, 2010.
- 10.8 Offer Letter between the Company and Graham G. Miao, dated October 14, 2014, incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed with the SEC on October 20, 2014.
- 10.9 Employment Separation Agreement between the Company and Graham G. Miao, incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed with the SEC on October 20, 2014.
- 10.10 Confidential Information, Non-Disclosure, Non-Competition, Non-Solicitation and Rights to Intellectual Property Agreement between the Company and Graham G. Miao, dated October 14, 2014, incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed with the SEC on October 20, 2014.
- 10.11 Form of Restricted Stock Unit Inducement Agreement, by and between the Company and Graham G. Miao, incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed with the SEC on October 20, 2014.
- 10.12 Stock Appreciation Rights Inducement Agreement by and between the Company and Graham G. Miao, incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed with the SEC on October 20, 2014.
- 10.13 Morris Corporate Center Lease, incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, filed with the SEC on November 5, 2009.
- 10.14 Non-negotiable Subordinated Secured Promissory Note, dated October 31, 2014, by the Company and Interpace Diagnostics, LLC in favor of RedPath Equityholder Representative, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
- 10.15 Amendment No. 1 to Note, dated July 30, 2015, by and between Redpath Equityholder Representative, LLC, a Delaware limited liability company, and the Company, incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the SEC on November 12, 2015.
- 10.16 Limited Waiver, Consent and Amendment No. 2 to Note, dated October 30, 2015, by and among RedPath Equityholder Representative, LLC, PDI, Inc., and Interpace Diagnostics, LLC, incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the SEC on November 12, 2015.
- 10.17 Contingent Consideration Agreement, dated October 31, 2014, by and among the Company, Interpace Diagnostics, LLC and RedPath Equityholder Representative, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
- 10.18 Subordination and Intercreditor Agreement, dated October 31, 2014, by and among the Company, RedPath Equityholder Representative, LLC and SWK Funding LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
- 10.19 Settlement Agreement, dated January 28, 2013, by and between RedPath Integrated Pathology, Inc. (now known as Interpace Diagnostics Corporation) and the United States of America, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
- 10.20 License Agreement, dated August 13, 2014, by and between Interpace Diagnostics, LLC and Asuragen, Inc., incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 5, 2014.
- 10.21 CPRIT License Agreement, dated August 13, 2014, by and between Interpace Diagnostics, LLC and Asuragen, Inc., incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 5, 2014.
- 10.22 Supply Agreement, dated August 13, 2014, by and between Interpace Diagnostics, LLC and Asuragen, Inc., incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 5, 2014.



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10.23	Guaranty, dated August 13, 2014 by the Company in favor of Asuragen, Inc., incorporated by reference to the designated exhibit of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 5, 2014.
10.24	Lease, dated October 10, 2007, by and between Spring Way Center, LLC and RedPath Integrated Pathology, Inc. (now known as Interpace Diagnostics, LLC), incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.25	Lease Renewal, dated April 3, 2013, by and between Spring Way Center, LLC and RedPath Integrated Pathology, Inc. (now known as Interpace Diagnostics, LLC), incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.26	Lease, dated June 28, 2015, by and between WE 2 Church Street South LLC and JS Genetics, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.27	Amendment No. 1 to Lease, dated September 18, 2007, by and between WE 2 Church Street South LLC and JS Genetics, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.28	Amendment No. 2 to Lease, dated August 29, 2008, by and between WE 2 Church Street South LLC and JS Genetics, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.29	Amendment No. 3 to Lease, dated April 8, 2009, by and between WE 2 Church Street South LLC and JS Genetics, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.30	Amendment No. 4 to Lease, dated September 16, 2010, by and between WE 2 Church Street South LLC and JS Genetics, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.31	Amendment No. 5 to Lease, dated September 15, 2011, by and between WE 2 Church Street South LLC and JS Genetics, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.32	Amendment No. 6 to Lease, dated March 5, 2014, by and between WE 2 Church Street South LLC and JS Genetics, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.33	Amendment No. 7 to Lease, dated August 29, 2014, by and between WE 2 Church Street South LLC and JS Genetics, LLC, incorporated by reference to the designated exhibit of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 5, 2015.
10.34	Amendment Agreement, dated December 7, 2015, by and between PDI, Inc. (n.k.a. Interpace Diagnostics Group, Inc.) and Nancy S. Lurker, incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed with the SEC on December 8, 2015.
10.35	Agreement and General Release, dated January 6, 2016, by and between Gerald Melillo and PDI, Inc. (n.k.a. Interpace Diagnostics Group, Inc.), incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed with the SEC on January 1, 2016.
21.1†	Subsidiaries of the Registrant.
23.1†	Consent of BDO USA, LLP.
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1#	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2#	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*	Denotes compensatory plan, compensation arrangement or management contract.
†	Previously filed.
#	Previously furnished.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 14, 2016

**INTERPACE DIAGNOSTICS GROUP, INC.**

By: /s/ Jack E. Stover

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Jack E. Stover

Interim President and Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Jack E. Stover, certify that:

1. I have reviewed this Amendment No. 2 to Annual Report on Form 10-K for the year ended December 31, 2015 of Interpace Diagnostics Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 14, 2016

/s/ Jack E. Stover

\_\_\_\_\_  
Interim Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Nat Krishnamurti, certify that:

1. I have reviewed this Amendment No. 2 to Annual Report on Form 10-K for the year ended December 31, 2015 of Interpace Diagnostics Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 14, 2016

/s/ Nat Krishnamurti  
Chief Financial Officer  
(Principal Financial Officer)