

FORM 4

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

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | | | | |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person* Lev Eric B. | | 2. Issuer Name and Ticker or Trading Symbol Interpace Diagnostics Group, Inc. [IDXG] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) C/O INTERPACE DIAGNOSTICS GROUP, INC., 300 INTERPACE PARKWAY | | 3. Date of Earliest Transaction (Month/Day/Year) 10/10/2019 | | | |
| (Street) PARSIPPANY, NJ 07054 | | 4. 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 | |
| (City) (State) (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|-------|--|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|---|---|---|---|-----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Series A Convertible Preferred Stock | \$ 0.8 (1) (2) | 10/10/2019(3) | | A | | 80 (3) | | (1)(2) | (1)(2) | Common Stock | 17,500,000 (1) (2) | \$ 0 | 140 | I | See Footnotes (4) (5) |
| Series A-1 Convertible Preferred Stock | (6) | 10/10/2019(3) | | D | | 80 (3) | | (6) | (6) | Common Stock (6) | (6) | \$ 0 | 0 | I | See Footnotes (4) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lev Eric B. C/O INTERPACE DIAGNOSTICS GROUP, INC. 300 INTERPACE PARKWAY PARSIPPANY, NJ 07054 | X | | | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Eric B. Lev | | 10/15/2019 |
| <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 4(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).

The Series A Convertible Preferred Stock (the "Series A") 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 issuance price per Series A share of \$100,000 (the "Stated Value") divided by an initial conversion price (the "Conversion Price") of \$0.80 per share and then multiplied by the number of shares of Series A to be converted. The Series A has no expiration date.

(1) (Continued from footnote 1) 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. 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%.

On October 10, 2019, the stockholders of the Issuer approved, under applicable rules of the Nasdaq Stock Market LLC (the "Nasdaq Listing Rules"), among other things, issuances of Common Stock upon conversion of the Series A in excess of 19.99% of our Common Stock outstanding prior to such issuances (the "Stockholder Approval"). Pursuant to the terms of the Series A-1 Convertible Preferred Stock (the "Series A-1"), each share of Series A-1 automatically converted into one share of Series A on the date of the Stockholder Approval.

(2) 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. The Reporting Person is a limited partner of AMCLP.

(3) Each of the Investor, AMCLP, AMCLLC and the Reporting Person 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.

(4) The Stockholder Approval was obtained on October 10, 2019 and each share of Series A-1 automatically converted into one share of Series A on such date. Shares of Series A-1 were not convertible into shares of Common Stock. Shares of Series A-1 were only convertible into shares of Series A automatically upon receipt of the Stockholder Approval. The Series A-1 had 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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