

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person* McCarthy Laurence  (Last) (First) (Middle) C/O INTERPACE DIAGNOSTICS GROUP, INC., 300 INTERPACE PARKWAY  (Street) PARSIPPANY, NJ 07054  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/17/2019	3. Issuer Name and Ticker or Trading Symbol Interpace Diagnostics Group, Inc. [IDXG]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
		5. If Amendment, Date Original Filed(Month/Day/Year)	
6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

**Table I - Non-Derivative Securities Beneficially Owned**

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)(2)	(1)(2)	Common Stock	33,750,000 (1)(2)	\$ 0.8 (1)(2)	I	See Footnotes (3)(4)

**Reporting Owners**

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

**Signatures**

/s/ Laurence McCarthy	10/28/2019
**Signature of Reporting Person	Date

**Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As of the date of this report, the Investor (as defined below) holds an aggregate of 270 shares of Series A Convertible Preferred Stock of the Issuer (the "Series A"). 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 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.

(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

(2) 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%.

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.

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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