

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

(Print or Type Responses)

1. Name and Address of Reporting Person McCarthy Laurence		2. Issuer Name and Ticker or Trading Symbol INTERPACE BIOSCIENCES, 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 BIOSCIENCES, INC., 300 INTERPACE PARKWAY		3. Date of Earliest Transaction (Month/Day/Year) 01/15/2020			
(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.

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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	\$ 8 (1) (2)	01/15/2020(3)		D		270 (3)		(1)(2)	(1)(2)	Common Stock	3,375,000 (1) (2)	(3)	0	I	See Footnotes (4) (5)
Series B Convertible Preferred Stock	\$ 6 (6)	01/15/2020(3)		A		27,000 (3)		(6)	(6)	Common Stock	4,500,000 (6)	(3)	27,000	I	See Footnotes (4) (5)
Series B Convertible Preferred Stock	\$ 6 (6)	01/15/2020(3)		A		1,000 (3)		(6)	(6)	Common Stock	166,666 (6)	\$ 1,000 (3)	28,000	I	See Footnotes (4) (5)

Reporting Owners

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

Signatures

/s/ Laurence McCarthy	01/17/2020
<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).

(1) The Series A Convertible Preferred Stock, par value \$0.01 per share, of the Issuer (the "Series A") was 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 A share of \$100,000 divided by a conversion price, as adjusted to reflect the Issuer's recent one-for-ten (1:10) reverse stock split (the "Reverse Stock Split"), of \$8.00 per share (the "Series A Conversion Price") and then multiplied by the number of shares of Series A to be converted. The Series A had no expiration date.

(2) (Continued from footnote 1) The Series A Conversion Price was subject to a downward adjustment if a 2020 revenue target of \$34,000,000 related to the Issuer's historical business was not satisfied, subject to a Series A Conversion Price floor of \$5.90 (as adjusted to reflect the Reverse Stock Split). The downward adjustment in Series A Conversion Price was \$0.30 per \$1,000,000 of revenue shortfall but limited to no more than \$2.10.

(3) On January 15, 2020, the Issuer exchanged all 270 existing shares of Series A held by Ampersand 2018 Limited Partnership (the "Investor") for 27,000 newly created shares of Series B Convertible Preferred Stock, par value \$0.01 per share, of the Issuer (the "Series B") and issued an additional 1,000 shares of Series B to the Investor for an aggregate gross purchase price of \$1 million.

(4) These securities are held of record by 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.

(5) 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.

(6) 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. The Series B has no expiration date.

Remarks:

On January 15, 2020, in connection with the transactions described in footnote 3 above, the Reporting Person resigned from the Issuer's board of directors.

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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