# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 1) \*

# DermTech, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

24984K105

(Cusip Number)

December 31, 2019

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- 図 Rule 13d-1(c)
- o Rule 13d-1(d)

The information required in 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).

(Continued on following pages)

Page 1 of 31 Pages Exhibit Index Found on Page 31

<sup>\*</sup> 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 the disclosures provided in a prior cover page.

1	NAMES OF REPORTING PERSONS  Farallon Capital Partners, L.P.					
			ATE BOX IF A MEMBER OF A GROUP (See Instructions)			
2	CHECK THE	**	(a) o (b) ⊠**			
3	SEC USE ON	ILY				
4	CITIZENSHI	IP OR PLACE	E OF ORGANIZATION			
4	California					
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9	218,450 <sup>1</sup>					
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11	1.8% <sup>1</sup>					
12	TYPE OF REPORTING PERSON (See Instructions)					

<sup>1</sup> Includes 109,225 Shares issuable upon the conversion of 218.45 Series A Preferred Shares. See Preliminary Note and Item 2.

Page 2 of 31 Pages

1	NAMES OF I	NAMES OF REPORTING PERSONS				
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2			The reporting persons making this filing hold an aggregate of 615,385 Shares (as defined in Item 2) and hold Series A Preferred Shares (as defined in the Preliminary Note) convertible into an aggregate			
_			of 615,385 Shares. Accordingly, as of the date of this filing the aggregate Shares and Series A			
			Preferred Shares held by the reporting persons represent beneficial ownership of 9.8% of the class of			
			Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares reported by it on this cover page.			
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<u> </u>	2.5% <sup>1</sup>					
12	TYPE OF RE	PORTING P	ERSON (See Instructions)			
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<sup>1</sup> Includes 152,300 Shares issuable upon the conversion of 304.60 Series A Preferred Shares. See Preliminary Note and Item 2.

_	NAMES OF REPORTING PERSONS						
1	Eavallon Can	Farallon Capital Institutional Partners II, L.P.					
			ATE BOX IF A MEMBER OF A GROUP (See Instructions)				
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	** The reporting persons making this filing hold an aggregate of 615,385 Shares (as						
2		and hold Series A Preferred Shares (as defined in the Preliminary Note) convertible into an aggrega					
			of 615,385 Shares. Accordingly, as of the date of this filing the aggregate Shares and Series A Preferred Shares held by the reporting persons represent beneficial ownership of 9.8% of the class of				
			Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares				
			reported by it on this cover page.				
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1	NAMES OF REPORTING PERSONS						
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2			and hold Series A Preferred Shares (as defined in the Preliminary Note) convertible into an aggregate				
_		of 615,385 Shares. Accordingly, as of the date of this filing the aggregate Shares and Series A					
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TYPE OF REPORTING PERSON (See Instructions)			

<sup>1</sup> Includes 249,235 Shares issuable upon the conversion of 498.47 Series A Preferred Shares. See Preliminary Note and Item 2.

_	NAMES OF REPORTING PERSONS						
1	Farallon Capital (AM) Investors, L.P.						
			ATE BOX IF A MEMBER OF A GROUP (See Instructions)				
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2	** The reporting persons making this filing hold an aggregate of 615,385 Shares (as de						
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Page 8 of 31 Pages

1	NAMES OF I	NAMES OF REPORTING PERSONS					
1	Farallon Cap	ital F5 Master	· I, L.P.				
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Page 9 of 31 Pages

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Page 10 of 31 Pages

	NAMES OF REPORTING PERSONS						
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	Farallon Institutional (GP) V, L.L.C.						
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		* The reporting persons making this filing hold an aggregate of 615,385 Shares (as defined in Item 2)					
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AMMES OF REPORTING PERSONS  Farallon F5 (GP), L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  ***  The reporting persons making this filing hold an aggregate of 615,385 Shares (as defined in Item and hold Series A Preferred Shares (as defined in the Preliminary Note) convertible into an aggregate of 615,385 Shares. Accordingly, as of the date of this filing the aggregate Shares and Series Preferred Shares held by the reporting persons represent beneficial ownership of 9,8% of the class Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares. The reporting person on this cover page, however, is a beneficial owner only of the Shares. The reporting person is a beneficial owner only of the Shares. The reporting person septembers of the same person of this cover page, however, is a beneficial owner only of the Shares.  SEC USE ONLY  A CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  SEC USE ONLY  SOLE VOTING POWER  49,250 1  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  49,250 1  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  49,250 1  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  49,250 1  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  49,250 1  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  49,250 1  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  49,250 1  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PER								
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Page 13 of 31 Pages

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Page 14 of 31 Pages

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Page 15 of 31 Pages

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Page 16 of 31 Pages

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Page 19 of 31 Pages

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This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on September 9, 2019 (together with all prior and current amendments thereto, this "Schedule 13G").

#### **Preliminary Note:**

As of the date of this report, the Farallon Funds hold an aggregate of: (i) 615,385 Shares; and (ii) 1,230.77 shares of Series A Convertible Preferred Stock ("Series A Preferred Shares") of the Company, each of which is convertible by its holder, pursuant to the terms thereof, into 500 Shares, for an aggregate of 615,385 Shares.

Series A Preferred Shares are convertible at any time at the option of their holder, <u>provided</u>, that Series A Preferred Shares may not be converted to the extent that, after giving effect to such conversion, the converting holder (together with its affiliates and certain other persons) would beneficially own more than 9.99% of the Shares then outstanding. As of the date hereof, such provision does not limit the ability of the Farallon Funds to convert the Series A Preferred Shares held by them. Accordingly, the beneficial ownership calculations set forth in this report include the aggregate 615,385 Shares issuable upon the conversion of the aggregate 1,230.77 Series A Preferred Shares held by the Farallon Funds.

Capitalized terms used in this Preliminary Note without definitions have the meanings ascribed to them below.

#### Item 1. Issuer

(a) <u>Name of Issuer</u>:

DermTech, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

11099 N. Torrey Pines Road, Suite 100 La Jolla, CA 92037

#### Item 2. Identity and Background

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of common stock, par value \$0.0001 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 24984K105.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons".

## The Farallon Funds

(i) Farallon Capital Partners, L.P., a California limited partnership ("<u>FCP</u>"), with respect to the Shares held by it and the Shares it has the right to acquire upon the conversion of Series A Preferred Shares;

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- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("<u>FCIP</u>"), with respect to the Shares held by it and the Shares it has the right to acquire upon the conversion of Series A Preferred Shares;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it and the Shares it has the right to acquire upon the conversion of Series A Preferred Shares;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it and the Shares it has the right to acquire upon the conversion of Series A Preferred Shares;
- (v) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it and the Shares it has the right to acquire upon the conversion of Series A Preferred Shares;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it and the Shares it has the right to acquire upon the conversion of Series A Preferred Shares;
- (vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("<u>FCAMI</u>"), with respect to the Shares held by it and the Shares it has the right to acquire upon the conversion of Series A Preferred Shares; and
- (viii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("F5MI"), with respect to the Shares held by it and the Shares it has the right to acquire upon the conversion of Series A Preferred Shares.

FCP, FCIP, FCIP II, FCIP II, FCIP V, FCOI II, FCAMI and F5MI are together referred to herein as the "Farallon Funds."

#### The Farallon General Partner

(ix) Farallon Partners, L.L.C., a Delaware limited liability company (the "<u>Farallon General Partner</u>"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and (ii) the sole member of the FCIP V General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI and the Shares each of the Farallon Funds other than F5MI has the right to acquire upon the conversion of Series A Preferred Shares.

#### The FCIP V General Partner

(x) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "FCIP V General Partner"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V and the Shares FCIP V has the right to acquire upon the conversion of Series A Preferred Shares.

#### The F5MI General Partner

(xi) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "F5MI General Partner"), which is the general partner of F5MI, with respect to the Shares held by F5MI and the Shares F5MI has the right to acquire upon the conversion of Series A Preferred Shares.

#### The Farallon Individual Reporting Persons

(xii) The following persons, each of whom is a managing member or senior managing member, as the case may be, of the Farallon General Partner and a manager or senior manager, as the case may be, of the FCIP V General Partner and the F5MI General Partner, with respect to the Shares held by the Farallon Funds and the Shares the Farallon Funds have the right to acquire upon the conversion of Series A Preferred Shares: Philip D. Dreyfuss ("Dreyfuss"), Michael B. Fisch ("Fisch"), Richard B. Fried ("Fried"), David T. Kim ("Kim"), Michael G. Linn ("Linn"), Rajiv A. Patel ("Patel"), Thomas G. Roberts, Jr. ("Roberts"), William Seybold ("Seybold"), Andrew J. M. Spokes ("Spokes"), John R. Warren ("Warren") and Mark C. Wehrly ("Wehrly").

Dreyfuss, Fisch, Fried, Kim, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

This Schedule 13G reports that effective December 31, 2019, Monica R. Landry ("<u>Landry</u>") resigned as a member of the Farallon General Partner, a manager of the FCIP V General Partner and a manager of the F5MI General Partner. Accordingly, as of that date, Landry no longer may be deemed a beneficial owner of any Shares held by the Farallon Funds. Unless the context otherwise requires, any reference herein to the "Farallon Individual Reporting Persons" shall not include Landry.

The citizenship of each of the Farallon Funds, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is set forth above. Each of Landry and the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) - (k):

Not applicable.

#### Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

The Shares and Series A Preferred Shares reported hereby for the Farallon Funds are held directly by the Farallon Funds. The Farallon General Partner, as general partner of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of the FCIP V General Partner, may be deemed to be a beneficial owner of all such Shares held, or acquirable upon the conversion of Series A Preferred Shares, by the Farallon Funds other than F5MI. The FCIP V General Partner, as general partner of FCIP V, may be deemed to be a beneficial owner of all such Shares held, or acquirable upon the conversion of Series A Preferred Shares, by FCIP V. The F5MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares held, or acquirable upon the conversion of Series A Preferred Shares, by F5MI. Each of the Farallon Individual Reporting Persons, as a managing member or senior managing member, as the case may be, of the FCIP V General Partner and the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares held, or acquirable upon the conversion of Series A Preferred Shares, by the Farallon Funds. Each of the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

#### Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

<u>Item 7.</u> <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u>

Not applicable.

### Item 8. Identification and Classification of Members of the Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

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# Item 9. Notice of Dissolution of Group

Not applicable.

# Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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#### **SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2020

#### /s/ Michael B. Fisch

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By Michael B. Fisch, Managing Member

#### /s/ Michael B. Fisch

FARALLON INSTITUTIONAL (GP) V, L.L.C.

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By Michael B. Fisch, Manager

#### /s/ Michael B. Fisch

FARALLON F5 (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By Michael B. Fisch, Manager

#### /s/ Michael B. Fisch

Michael B. Fisch, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Richard B. Fried, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

The Power of Attorney executed by Landry authorizing Fisch to sign and file this Schedule 13G on her behalf, which was filed as an exhibit to the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on August 26, 2014 by such Reporting Person with respect to the Common Stock of Town Sports International Holdings Inc., is hereby incorporated by reference. The Powers of Attorney executed by each of Dreyfuss, Fried, Kim, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly authorizing Fisch to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13G filed with the SEC on February 13, 2020 by such Reporting Persons with respect to the Common Stock of Broadmark Realty Capital Inc., are hereby incorporated by reference.

EXHIBIT 1

Joint Acquisition Statement Pursuant to Section 240.13d-1(k) (previously filed)

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