

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

| OMB APPROVAL | |
|----------------------------------------------|-----------|
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| 1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) <u>412 WEST 15TH STREET, FLOOR 9</u> (Street) <u>NEW YORK NY 10011</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>08/29/2019</u> | 3. Issuer Name and Ticker or Trading Symbol <u>DermTech, Inc. [DMTK]</u> |
| 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | | 5. If Amendment, Date of 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) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| <u>Common Stock</u> | <u>2,386,871</u> ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ | <u>I</u> | <u>By RTW Investments, LP⁽⁵⁾</u> |

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: 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 | | | |
| <u>Warrant to Purchase Common Stock</u> | <u>08/29/2019</u> ⁽⁶⁾ | <u>09/25/2020</u> | <u>Common Stock</u> | <u>31,449</u> ⁽¹⁾⁽²⁾⁽⁷⁾⁽⁸⁾ | <u>9.54</u> ⁽⁹⁾ | <u>I</u> | <u>By RTW Investments, LP⁽⁵⁾</u> |
| <u>Warrant to Purchase Common Stock</u> | <u>08/29/2019</u> ⁽¹⁰⁾ | <u>03/07/2021</u> | <u>Common Stock</u> | <u>31,449</u> ⁽¹⁾⁽²⁾⁽⁷⁾⁽¹¹⁾ | <u>9.54</u> ⁽⁹⁾ | <u>I</u> | <u>By RTW Investments, LP⁽⁵⁾</u> |

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| 1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) <u>412 WEST 15TH STREET, FLOOR 9</u> (Street) <u>NEW YORK NY 10011</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>WONG RODERICK</u> (Last) (First) (Middle) <u>C/O RTW INVESTMENTS, LP</u> <u>412 WEST 15TH STREET, FLOOR 9</u> (Street) <u>NEW YORK NY 92037</u> (City) (State) (Zip) |

Explanation of Responses:

1. On August 29, 2019, Issuer completed a merger transaction (the "Merger") pursuant to an Agreement and Plan of Merger, dated May 29, 2019, by and among Issuer, DT Merger Sub, Inc., and DermTech Operations, Inc., formerly known as DermTech, Inc. ("DermTech Operations"), as filed with the Securities and Exchange Commission on Form 8-K on May 29, 2019 (the "Merger Agreement"). Pursuant to the Merger Agreement, all issued and outstanding common stock of DermTech Operations converted into and became common stock of Issuer, and all issued and outstanding warrants of DermTech Operations converted into and became warrants to purchase shares of Issuer's common stock.
2. (Continued from Footnote 1) On August 29, 2019, following the completion of the Merger, the Issuer effected a reverse stock split at a ratio of one share for every two shares of Issuer common stock outstanding (the "Reverse Stock Split").
3. 1,386,871 of the reported shares of Issuer common stock were received in connection with the Merger in exchange for shares of DermTech Operations common stock. Each share of DermTech Operations common stock was cancelled and exchanged for the right to receive 1.16150415935026 shares of common stock of Issuer. The shares of common stock of Issuer reported reflect any necessary adjustments to account for the Reverse Stock Split.
4. Consists of shares held by RTW Master Fund, Ltd. and shares held by RTW Innovation Master Fund, Ltd (collectively, the "RTW Funds").

5. The securities reported herein may be deemed beneficially owned by each of: (i) RTW Investments, LP ("RTW"), which is deemed the beneficial owner of shares held by the RTW Funds, which are investment funds managed by RTW, and (ii) Roderick Wong, M.D., who serves as the Managing Partner and Chief Investment Officer of RTW. Dr. Wong exercises voting and dispositive control over the securities held by RTW and is therefore deemed to be a beneficial owner of securities owned or controlled by RTW. Each of RTW and Dr. Wong disclaim beneficial ownership of the reported securities held by the Funds, except to the extent of its or his pecuniary interest therein.

6. On September 25, 2017, the RTW Funds were granted warrants to purchase shares of DermTech Operations common stock. In connection with the Merger, the warrants were cancelled and exchanged for warrants to purchase shares of Issuer common stock, on the same terms and conditions applicable to the original warrants. The warrants are fully vested and exercisable.

7. These warrants to purchase Issuer common stock were received in connection with the Merger in exchange for warrants to purchase shares of DermTech Operations common stock. Each warrant to purchase one share of DermTech Operations common stock was cancelled and exchanged for the right to receive a warrant to purchase 1.16150415935026 shares of Issuer common stock, on the same terms and conditions applicable to the original warrant. The shares of Issuer common stock exercisable pursuant to the warrants reported reflect any necessary adjustments to account for the Reverse Stock Split.

8. Consists of shares held directly by RTW Master Fund, Ltd. and shares held directly by RTW Innovation Master Fund, Ltd.

9. The exercise price reported reflects the Reverse Stock Split.

10. On March 7, 2018, the RTW Funds were granted warrants to purchase shares of DermTech Operations common stock. In connection with the Merger, the warrants were cancelled and exchanged for warrants to purchase shares of Issuer common stock, on the same terms and conditions applicable to the original warrants. The warrants are fully vested and exercisable.

11. Consists of shares held directly by RTW Master Fund, Ltd. and shares held directly by RTW Innovation Master Fund, Ltd.

Remarks:

Exhibit List Exhibit 24.1 - Power of Attorney Exhibit 24.2 - Power of Attorney

/s/ Christian Hollweg, attorney-
in-fact 09/09/2019

/s/ Christian Hollweg, attorney-
in-fact 09/09/2019

**** Signature of Reporting Person Date**

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

* 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).**

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jenna Stewart, Christian Hollweg, Jason Miller, Amanda Hartman, Anne T. Leland and Brenda Meyette of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a shareholder of DermTech, Inc., Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 19th day of August, 2019.

RTW INVESTMENTS L.P.

By:/s/ Roderick Wong, M.D.

Name: Roderick Wong, M.D.

Title: Managing Partner

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jenna Stewart, Christian Hollweg, Jason Miller, Amanda Hartman, Anne T. Leland and Brenda Meyette of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a shareholder of DermTech, Inc., Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys -in- fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 9th day of September, 2019.

RODERICK WONG

/s/ Roderick Wong
