

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Chapman Steven Leonard</u> (Last) (First) (Middle) C/O NATERA, INC., 201 INDUSTRIAL ROAD SUITE 410 (Street) SAN CARLOS CA 94070 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Natera, Inc. [NTRA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	08/09/2019		M		10,209	A	\$9.59	20,061	D	
Common Stock	08/09/2019		M		17,875	A	\$10.41	37,936	D	
Common Stock	08/09/2019		M		42,735	A	\$9.29	80,671	D	
Common Stock	08/09/2019		M		4,793	A	\$7.45	85,464	D	
Common Stock	08/09/2019		M		15,761	A	\$10.73	101,225	D	
Common Stock	08/09/2019		S ⁽¹⁾		10,209	D	\$33	91,016	D	
Common Stock	08/09/2019		S ⁽¹⁾		17,875	D	\$33	73,141	D	
Common Stock	08/09/2019		S ⁽¹⁾		42,735	D	\$33	30,406	D	
Common Stock	08/09/2019		S ⁽¹⁾		4,793	D	\$33	25,613	D	
Common Stock	08/09/2019		S ⁽¹⁾		15,761	D	\$33	9,852	D	
Common Stock	08/09/2019		S ⁽¹⁾		7,623	D	\$33	2,229	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$9.59	08/09/2019		M			10,209	(2)	04/07/2026	Common Stock	10,209	\$0	16,043	D	
Stock Option (right to buy)	\$10.41	08/09/2019		M			17,875	(3)	06/08/2027	Common Stock	17,875	\$0	49,157	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$9.29	08/09/2019		M			42,735	(4)	03/08/2028	Common Stock	42,735	\$0	103,785	D	
Stock Option (right to buy)	\$7.45	08/09/2019		M			4,793	(5)	03/25/2025	Common Stock	4,793	\$0	0	D	
Stock Option (right to buy)	\$10.73	08/09/2019		M			15,761	(6)	07/13/2027	Common Stock	15,761	\$0	22,917	D	

Explanation of Responses:

- The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2019.
- The option shares vest over four years. 25% of the option shares vest and become exercisable on April 1, 2017 and the remaining shares vest in 36 equal monthly installments thereafter.
- The option shares vest over four years. 25% of the option shares vest and become exercisable on March 21, 2018 and the remaining shares vest in 36 equal monthly installments thereafter.
- The option shares vest over four years. 25% of the option shares vest and become exercisable on March 09, 2019 and the remaining shares vest in 36 equal monthly installments thereafter.
- The option shares vest fully and became exercisable on February 16, 2015.
- The option shares vest over four years. 25% of the option shares vest and become exercisable on March 12, 2018 and the remaining shares vest in 36 equal monthly installments thereafter.

/s/ Tami Chen, attorney-in-fact 08/12/2019

** 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 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).

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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