

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Chapman Steven Leonard</u>			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) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O NATERA, INC., 201 INDUSTRIAL ROAD SUITE 410			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN CARLOS CA 94070								
(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			
Common Stock	03/21/2020		M		1,118 <sup>(1)</sup>	A	(3)	2,268	D	
Common Stock	03/22/2020		M		727 <sup>(2)</sup>	A	(3)	2,995	D	
Common Stock	03/22/2020		M		12,500 <sup>(2)</sup>	A	(3)	15,495	D	
Common Stock	03/23/2020		S <sup>(4)</sup>		580	D	\$24.0919	14,915	D	
Common Stock	03/23/2020		S <sup>(4)</sup>		377	D	\$24.0883	14,538	D	
Common Stock	03/23/2020		S <sup>(4)</sup>		6,467	D	\$24.0966	8,071	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	Amount or Number of Shares				
Restricted Stock Unit	(1)	03/21/2020		M			1,118	(5)	(5)	Common Stock	1,118	\$0	4,469	D	
Restricted Stock Unit	(2)	03/22/2020		M			727	(6)	(6)	Common Stock	727	\$0	2,183	D	
Restricted Stock Unit	(2)	03/22/2020		M			12,500	(6)	(6)	Common Stock	12,500	\$0	37,500	D	

**Explanation of Responses:**

- Represents the partial vesting and settlement of Restricted Stock Units ("RSUs"), starting March 21, 2018.
- Represents the partial vesting and settlement of Restricted Stock Units ("RSUs"), starting March 22, 2020.
- Each RSU represents a contingent right to receive one share of the common stock of the issuer.
- The sale of shares was effected in order to satisfy tax liabilities due at the time of vesting.
- The RSUs vest over four years. 25% of the RSUs vest on March 21, 2018 and the remaining shares vest in 12 equal quarterly installments thereafter.
- The RSUs vest over four years. 25% of the RSUs vest on March 22, 2020 and the remaining shares vest in 12 equal quarterly installments thereafter.

/s/ Tami Chen, attorney-in-fact 03/24/2020

\*\* 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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