

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>Sheena Jonathan</u>  (Last) (First) (Middle) C/O NATERA, INC. 13011 MCCALLEN PASS BUILDING A SUITE 100  (Street) AUSTIN TX 78753  (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)  <b>CO-FOUNDER</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2021	
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	03/21/2021		M		1,118 <sup>(1)</sup>	A	(2)	447,754	D	
Common Stock	03/22/2021		S <sup>(3)</sup>		331	D	\$105.04	447,423	D	
Common Stock	03/22/2021		M		455 <sup>(4)</sup>	A	(2)	447,878	D	
Common Stock	03/23/2021		S <sup>(3)</sup>		138	D	\$101.7198	447,740	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
Restricted Stock Units	(2)	03/21/2021		M		1,118		(5)	(5)	Common Stock	1,118	\$0	0	D	
Restricted Stock Units	(2)	03/22/2021		M		455		(6)	(6)	Common Stock	455	\$0	3,640	D	

**Explanation of Responses:**

1. Represents the partial vesting and settlement of Restricted Stock Units ("RSUs"), starting March 21, 2018.
2. Each RSU represents a contingent right to receive one share of the common stock of the issuer.
3. The sale of shares was effected in order to satisfy tax withholding and remittance obligations in connection with the vesting of RSUs pursuant to Rule 10b5-1.
4. Represents the partial vesting and settlement of RSUs, starting March 22, 2020.
5. The RSUs vest over four years. 25% of the RSUs vested on March 21, 2018 and the remaining shares vest in 12 equal quarterly installments thereafter.
6. The RSUs vest over four years. 25% of the RSUs vested on March 22, 2020 and the remaining shares vest in 12 equal quarterly installments thereafter.

/s/ Tami Chen, Attorney-in-Fact 03/23/2021

\*\* 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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