

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>10/01/2020</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) <u>SAN CARLOS CA 94070</u>								
(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	10/01/2020		M		18,750 <sup>(1)</sup>	A	(2)	45,170	D	
Common Stock	10/02/2020		M		3,125 <sup>(3)</sup>	A	(2)	48,295	D	
Common Stock	10/05/2020		S <sup>(4)</sup>		11,185	D	\$71.24	37,110 <sup>(5)</sup>	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 Unit	(2)	10/01/2020		M		18,750		(6)	(6)	Common Stock	18,750	\$0	18,750	D	
Restricted Stock Unit	(2)	10/02/2020		M		3,125		(7)	(7)	Common Stock	3,125	\$0	28,125	D	

**Explanation of Responses:**

- Represents the partial vesting and settlement of Restricted Stock Units ("RSUs"), starting October 2020.
- Each RSU represents a contingent right to receive one share of the common stock of the issuer.
- Represents the partial vesting and settlement of RSUs, starting January 2, 2020.
- The sale of shares was effected in order to satisfy tax withholding and remittance obligations in connection with the vesting of RSUs. The Reporting Person is subject to a Lock-Up Letter Agreement that expires on November 10, 2020. The sale of shares is a permissible exemption under the terms of the Lock-Up Letter Agreement.
- These reported shares are subject to restrictions in the Lock-Up Letter Agreement.
- On March 27, 2020, the Reporting Person was granted a RSU, which vests in three tranches upon the Reporting Person achieving certain milestones relating to a combination of the passage of time and the Issuer's stock price. On October 1, 2020, the Issuer's Board of Directors determined that the milestone for the first tranche was satisfied, resulting in the vesting of the reported shares of common stock under the RSU.
- The RSUs vest over four years. 25% of the RSUs vest on January 2, 2020 and the remaining shares vest in 12 equal quarterly installments thereafter.

/s/ Tami Chen, attorney-in-fact 10/05/2020

\*\* 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.

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.