

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>Rabinowitz Matthew</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) <u>EXECUTIVE CHAIRMAN</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2021	
	4. 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 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	01/29/2021		M		307 ⁽¹⁾	A	(2)	574,703	D	
Common Stock	01/29/2021		M		400 ⁽³⁾	A	(2)	575,103	D	
Common Stock	02/01/2021		S ⁽⁴⁾		212	D	\$107.4	574,891	D	
Common Stock								613,496	I	Matthew Rabinowitz Grantor Retained Annuity Trust
Common Stock								40,000	I	RMDM Trust

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)	01/29/2021		M			307	(5)	(5)	Common Stock	307	\$0	1,535	D	
Restricted Stock Units	(2)	01/29/2021		M			400	(6)	(6)	Common Stock	400	\$0	3,603	D	

Explanation of Responses:

- Represents the partial vesting and settlement of Restricted Stock Units ("RSUs"), starting on April 13, 2019.
- 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 on March 22, 2020.
- 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.
- The RSUs vest over four years. 25% of the RSUs vested on April 13, 2019 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

02/02/2021

** 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.

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.