

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>12/18/2020</u>			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		
C/O NATERA, INC. 201 INDUSTRIAL RD 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	12/18/2020		M		9,375 <sup>(1)</sup>	A	(2)	37,879	D	
Common Stock	12/21/2020		M		1,117 <sup>(3)</sup>	A	(2)	38,996	D	
Common Stock	12/22/2020		S <sup>(4)</sup>		5,056	D	\$105.475	33,940	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)	12/18/2020		M		9,375	(5)	(5)	(5)	Common Stock	9,375	\$0	31,250	D	
Restricted Stock Unit	(2)	12/21/2020		M		1,117	(6)	(6)	(6)	Common Stock	1,117	\$0	1,118	D	

**Explanation of Responses:**

- Represents the partial vesting and settlement of Restricted Stock Units ("RSUs"), starting on September 19, 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 21, 2018.
- The sale of shares was effected in order to satisfy tax withholding and remittance obligations in connection with the vesting of RSUs.
- On January 11, 2019, the Reporting Person was granted RSUs covering 100,000 shares of common stock, which vests in tranches upon the Reporting Person achieving certain milestones relating to a combination of the passage of time and the Reporting Person achieving certain milestones relating to the Issuer's stock price, based on the average closing price per share of the Issuer's common stock for a calendar month, calculated as of the last day of such calendar month. On December 18, 2020, the criteria was satisfied for the vesting of RSUs covering 9,375 shares of common stock.
- 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.

/s/ Tami Chen, Attorney-in-Fact 12/22/2020

\*\* 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.