

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LIGHTSPEED VENTURE PARTNERS VIII LP</u>  (Last) (First) (Middle) 2200 SAND HILL ROAD  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2015	3. Issuer Name and Ticker or Trading Symbol <u>Natera, Inc. [ NTRA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(1)	(1)	Common Stock	475,988	(1)	D <sup>(2)(3)</sup>	
Series B Preferred Stock	(1)	(1)	Common Stock	105,774	(1)	D <sup>(2)(3)</sup>	
Series C Preferred Stock	(1)	(1)	Common Stock	571,367	(1)	D <sup>(2)(3)</sup>	
Series D Preferred Stock	(1)	(1)	Common Stock	2,463,916	(1)	D <sup>(2)(3)</sup>	
Series E Preferred Stock	(1)	(1)	Common Stock	332,319	(1)	D <sup>(2)(3)</sup>	
Common Stock Warrant (right to buy)	11/20/2014 <sup>(4)</sup>	11/19/2021	Common Stock	24,252	0.0163	D <sup>(2)(3)</sup>	

1. Name and Address of Reporting Person\*  
LIGHTSPEED VENTURE PARTNERS VIII LP  
 (Last) (First) (Middle)  
 2200 SAND HILL ROAD  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Lightspeed General Partner VIII, L.P.  
 (Last) (First) (Middle)  
 2200 SAND HILL ROAD  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Lightspeed Ultimate General Partner VIII, Ltd.  
 (Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[SCHAEPE CHRISTOPHER J](#)

(Last)

(First)

(Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Eggers Barry](#)

(Last)

(First)

(Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Mhatre Ravi](#)

(Last)

(First)

(Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Nieh Peter](#)

(Last)

(First)

(Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Each share of preferred stock will be automatically converted into one (1) share of Common Stock immediately prior to the closing of the Issuer's initial public offering of Common Stock, and has no expiration date.
2. Shares held directly by Lightspeed Venture Partners VIII, L.P. Lightspeed Ultimate General Partner VIII, Ltd. is the general partner of Lightspeed General Partner VIII, L.P., which is the general partner of Lightspeed Venture Partners VIII, L.P. As such, Lightspeed Ultimate General Partner VIII, Ltd. possesses the power to direct the voting and disposition of the shares owned by Lightspeed Venture Partners VIII, L.P. and may be deemed to have indirect beneficial ownership of the shares held by Lightspeed Venture Partners VIII, L.P. Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh are the directors of Lightspeed Ultimate General Partner VIII, Ltd. and therefore may be deemed to share power to direct the voting and disposition of the shares owned by Lightspeed Venture Partners VIII, L.P. and may be deemed to have indirect beneficial ownership of the shares held by Lightspeed Venture Partners VIII, L.P.
3. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his or its respective pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
4. All or a portion of the shares exercisable under this warrant shall be deemed net exercised upon the closing of the Issuer's initial public offering.

**Remarks:**

[Lightspeed Venture Partners VIII, L.P., by its general partner Lightspeed General Partner VIII, L.P., by its general partner Lightspeed Ultimate General Partner VIII, Ltd., by its Director, Ravi Mhatre, /s/ Ravi Mhatre](#) 07/01/2015  
[/s/ Christopher Schaepe](#) 07/01/2015

[/s/ Barry Eggers](#)

[07/01/2015](#)

[/s/ Ravi Mhatre](#)

[07/01/2015](#)

[/s/ Peter Nieh](#)

[07/01/2015](#)

\*\* 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 5 (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.**