

**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>HEALY JAMES</u>  (Last) (First) (Middle) <u>SOFINNOVA VENTURES</u> <u>3000 SAND HILL ROAD, 4-250</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/01/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>Natera, Inc. [ NTRA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 F Preferred Stock	(1)	(1)	Common Stock	1,175,280	(1)	I	By Sofinnova Venture Partners VIII, L.P. <sup>(2)</sup>
Series F Preferred Stock	(1)	(1)	Common Stock	1,175,280	(1)	I	By Sofinnova Venture Partners IX, L.P. <sup>(2)</sup>

**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. Mr. Healy is a managing member of each of Sofinnova Management VIII, L.L.C. ("Sofinnova Management VIII") and Sofinnova Management IX, L.L.C. ("Sofinnova Management IX"). Sofinnova Management VIII is the general partner of Sofinnova Venture Partners VIII, L.P., and Sofinnova Management IX is the general partner of Sofinnova Venture Partners IX, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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 purpose.

**Remarks:**

/s/ Nathalie Auber, attorney in fact 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.

Power of Attorney

Each of the undersigned entities and individuals (collectively, the "Reporting Persons") hereby authorizes and designates Sofinnova Management IX, L.L.C. or such other person or entity as is designated in writing by James I. Healy (the "Designated Filer") as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to each Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies").

Each Reporting Person hereby further authorizes and designates Nathalie Auber (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

Date: February 4, 2015

SOFINNOVA VENTURE PARTNERS IX, L.P.,  
a Delaware Limited Partnership

By: SOFINNOVA MANAGEMENT IX, L.L.C.,  
a Delaware Limited Liability Company  
Its General Partner

By: /s/ James I. Healy  
James I. Healy  
Managing Member

SOFINNOVA MANAGEMENT IX, L.L.C.,  
a Delaware Limited Liability Company

By: /s/ James I. Healy  
James I. Healy  
Managing Member

By: /s/ James I. Healy  
James I. Healy

By: /s/ Srinivas Akkaraju  
Srinivas Akkaraju

By: /s/ Michael F. Powell  
Michael F. Powell

By: /s/ Anand Mehra  
Anand Mehra