

INVITAE CORP

Reported by
AGUIAR ERIC

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 02/11/15 for the Period Ending 02/11/15

Address	458 BRANNAN STREET SAN FRANCISCO, CA 94107
Telephone	(415) 992-8173
CIK	0001501134
Symbol	NVTA
Fiscal Year	12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * AGUIAR ERIC	2. Date of Event Requiring Statement (MM/DD/YYYY) 2/11/2015	3. Issuer Name and Ticker or Trading Symbol Invitae Corp [NVTA]
(Last) (First) (Middle) THOMAS, MCNERNEY & PARTNERS, 19TH FLOOR - ONE LANDMARK SQUARE	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) STAMFORD, CT 06901 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> 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)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: 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 Preferred Stock	(1)	(1)	Common Stock	1893939 (3)	\$2.64	I	See Footnote (2)
Series C Preferred Stock	(1)	(1)	Common Stock	877194 (4)	\$5.70	I	See Footnote (2)
Series E Preferred Stock	(1)	(1)	Common Stock	544662 (5)	\$9.18	I	See Footnote (2)
Series F Preferred Stock	(1)	(1)	Common Stock	416665 (6)	\$12.00	I	See Footnote (2)

Explanation of Responses:

(1) All shares of Preferred Stock have no expiration date and are convertible at any time at the option of the holder and will convert upon the

closing of the Issuer's initial public offering at a conversion ratio of 1 share of Common Stock for every 6 shares of Preferred Stock, for no additional consideration.

- (2) Thomas, McNerney & Partners II, LLC ("TMP LLC") is the general partner of each of Thomas, McNerney & Partners II, L.P. ("Thomas McNerney") and TMP Associates II, L.P. ("TMP Associates"). Eric Aguiar is a manager of TMP LLC and has shared voting and investment control over the shares held by each of Thomas McNerney and TMP Associates, and indirectly shares investment control over the shares held by TMP Nominee II, LLC ("TMP Nominee"). Dr. Aguiar disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- (3) Beneficial ownership consists of: 1,867,803 shares of common stock issuable upon conversion of Series A Preferred Stock held by Thomas McNerney, 6,629 shares of common stock issuable upon conversion of Series A Preferred Stock held by TMP Associates, and 19,507 shares of common stock issuable upon conversion of Series A Preferred Stock held by TMP Nominee.
- (4) Beneficial ownership consists of : 865,087 shares of common stock issuable upon conversion of Series C Preferred Stock held by Thomas McNerney, 3,071 shares of common stock issuable upon conversion of Series C Preferred Stock held by TMP Associates, and 9,036 shares of common stock issuable upon conversion of Series C Preferred Stock held by TMP Nominee.
- (5) Beneficial ownership consists of : 537,037 shares of common stock issuable upon conversion of Series E Preferred Stock held by Thomas McNerney, 2,015 shares of common stock issuable upon conversion of Series E Preferred Stock held by TMP Associates, and 5,610 shares of common stock issuable upon conversion of Series E Preferred Stock held by TMP Nominee.
- (6) Beneficial ownership consists of : 413,041 shares of common stock issuable upon conversion of Series F Preferred Stock held by Thomas McNerney, 1,541 shares of common stock issuable upon conversion of Series F Preferred Stock held by TMP Associates, and 2,083 shares of common stock issuable upon conversion of Series E Preferred Stock held by TMP Nominee.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AGUIAR ERIC THOMAS, MCNERNEY & PARTNERS 19TH FLOOR - ONE LANDMARK SQUARE STAMFORD, CT 06901	X	X		
Thomas, McNerney & Partners II L.P. THOMAS, MCNERNEY & PARTNERS 19TH FLOOR - ONE LANDMARK SQUARE STAMFORD, CT 06901		X		
TMP Associates II LP THOMAS, MCNERNEY & PARTNERS 19TH FLOOR - ONE LANDMARK SQUARE STAMFORD, CT 06901		X		
TMP Nominee II, LLC THOMAS, MCNERNEY & PARTNERS 19TH FLOOR - ONE LANDMARK SQUARE STAMFORD, CT 06901		X		
Thomas, McNerney & Partners II, LLC THOMAS, MCNERNEY & PARTNERS 19TH FLOOR - ONE LANDMARK SQUARE STAMFORD, CT 06901		X		

Signatures

/s/ Eric Aguiar

2/11/2015

** Signature of Reporting Person

Date

THOMAS, MCNERNEY & PARTNERS II, L.P. By: Thomas, McNerney & Partners II, LLC Its: General Partner By: /s/ Eric Aguiar Eric Aguiar, Manager

2/11/2015

** Signature of Reporting Person

Date

TMP ASSOCIATES II, L.P. By: Thomas, McNerney & Partners II, LLC Its: General Partner By: /s/ Eric Aguiar Eric Aguiar, Manager

2/11/2015

** Signature of Reporting Person

Date

TMP NOMINEE II, LLC By: /s/ Eric Aguiar, Attorney-In-Fact Eric Aguiar, Attorney-In-Fact

2/11/2015

** Signature of Reporting Person

Date

THOMAS, MCNERNEY & PARTNERS II, LLC By: /s/ Eric Aguiar Eric Aguiar, Manager

2/11/2015

** 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 control number.

POWER OF ATTORNEY

For Executing Section 16 Forms, Form 144 and Schedule 13D or 13G

Know all by these presents that the undersigned hereby constitutes and appoints Lee Bendekgey and Patty Dumond, or either of them signing individually, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities and Exchange Act of 1934 or any rule or regulation of the SEC; and
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of **Invitae Corporation** (the "Company") (a) Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, (b) Form 144, and (c) Schedule 13D or Schedule 13G; and
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4 and 5, Form 144, and Schedule 13D or Schedule 13G (including amendments thereto) and timely file such Forms or schedules with the SEC and any stock exchange, self-regulatory association or any other authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Form 4 or Form 144 (including amendments thereto) and agrees to reimburse the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Signature: /s/ Eric Aguiar

Printed Name: Eric Aguiar

Date: February 11, 2015
