

INVITAE CORP

Reported by
AGUIAR ERIC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/18/15 for the Period Ending 02/18/15

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CIK	0001501134
Symbol	NVTA
Fiscal Year	12/31

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

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STATEMENT OF CHANGES IN 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 <small>(Last) (First) (Middle)</small> THOMAS, MCNERNEY & PARTNERS, 19TH FLOOR-ONE LANDMARK SQ. <small>(Street)</small> STAMFORD, CT 06901 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Invitae Corp [NVTA]	5. 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)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center" style="font-size: 1.2em;">2/18/2015</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY) 		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/18/2015		C		3732460	A	(1)	3732460	I	See Footnote (2)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	2/18/2015		C		11363636	(3)	(1)	(1)	Common Stock	1893939 (3)	\$0.00	0	I	See Footnote (2)
Series C Preferred Stock	(1)	2/18/2015		C		5263155	(4)	(1)	(1)	Common Stock	877194 (4)	\$0.00	0	I	See Footnote (2)
Series E Preferred Stock	(1)	2/18/2015		C		3267973	(5)	(1)	(1)	Common Stock	544662 (5)	\$0.00	0	I	See Footnote (2)
Series F Preferred Stock	(1)	2/18/2015		C		2500000	(6)	(1)	(1)	Common Stock	416665 (6)	\$0.00	0	I	See Footnote (2)

Explanation of Responses:

- (1) All shares of Preferred Stock converted upon the closing of the Issuer's initial public offering at a conversion ratio of one share of common stock for every six 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.

Reporting Owners

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

Signatures

/s/ Eric Aguiar

2/18/2015

** 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

2/18/2015

** 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

2/18/2015

** Signature of Reporting Person

Date

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

2/18/2015

** Signature of Reporting Person

Date

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

2/18/2015

** 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 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.

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