

NATERA, INC.
Reported by
SHEENA JONATHAN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/04/25 for the Period Ending 01/31/25

Address	13011 MCCALLEN PASS BUILDING A SUITE 100 AUSTIN, TX, 78753
Telephone	650-249-9090
CIK	0001604821
Symbol	NTRA
SIC Code	8071 - Services-Medical Laboratories
Industry	Healthcare Facilities & Services
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * Sheena Jonathan <small>(Last) (First) (Middle)</small> C/O NATERA, INC., 13011 MCCALLEN PASS BUILDING A SUITE 100 <small>(Street)</small> AUSTIN, TX 78753 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Natera, Inc. [NTRA] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/31/2025</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CO-FOUNDER
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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

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	1/31/2025		A		3,549 ⁽¹⁾	A	(2)	263,489	D	
Common Stock								44,782	I	By Caraluna 1 Trust ⁽³⁾
Common Stock								44,782	I	By Caraluna 2 Trust ⁽³⁾

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				

Explanation of Responses:

- (1) Represents the issuance of Restricted Stock Units ("RSUs") to the Reporting Person. The RSUs vest over four years. 25% of the RSUs vest on January 31, 2026 and the remaining RSUs vest in 12 equal quarterly installments thereafter.
- (2) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- (3) Held for the benefit of the beneficiaries of the trust. The Reporting Person disclaims beneficial ownership over such securities.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheena Jonathan C/O NATERA, INC. 13011 MCCALLEN PASS BUILDING A SUITE 100	X			CO-FOUNDER

Signatures

/s/ Tami Chen, Attorney-in-Fact

2/4/2025

**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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