

Invitae Corp
Form 4
December 06, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas, McNerney & Partners II
L.P.

(Last) (First) (Middle)

C/O THOMAS, MCNERNEY &
PARTNERS, L.P., 19TH
FLOOR-ONE LANDMARK SQ.

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Invitae Corp [NVTA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 (D) Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Security Beneficial Owner Following Reportable Transaction (Instr. 6)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

THOMAS, MCNERNEY & PARTNERS II, L.P., By: Thomas, McNerney & Partners II, LLC, its General Partner, By: /s/ James E. Thomas, Manager

12/05/2016

 **Signature of Reporting Person

Date _____

TMP ASSOCIATES II, L.P., By: Thomas, McNerney & Partners II, LLC, its General Partner, By: /s/ James E. Thomas, Manager

12/05/2016

 **Signature of Reporting Person

Date _____

TMP NOMINEE II, LLC, By: /s/ James E. Thomas, Attorney-In-Fact

12/05/2016

Signature of Reporting Person

Date _____

THOMAS, MCNERNEY & PARTNERS II, LLC, By: /s/ James E. Thomas, Manager

12/05/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.