

Invitae Corp  
 Form 4  
 December 06, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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 Ownership (Instr. 5)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## 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.

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