

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Athyrium Opportunities Fund (A) LP</u> <hr/> (Last) (First) (Middle) 325 N. SAINT PAUL STREET, SUITE 4900 <hr/> (Street) DALLAS TX 75201 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROGENITY, INC. [PROG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			
Common Stock	06/01/2021		P		306,308	A	\$2.86	28,299,741	I	See footnotes ⁽¹⁾⁽²⁾
Common Stock	06/01/2021		P		961,807	A	\$2.86	28,299,741	I	See footnotes ⁽²⁾⁽³⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Athyrium Opportunities Fund (A) LP

 (Last) (First) (Middle)
 325 N. SAINT PAUL STREET, SUITE 4900

 (Street)
 DALLAS TX 75201

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Athyrium Opportunities 2020 LP

 (Last) (First) (Middle)
 505 FIFTH AVENUE, FLOOR 18

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Athyrium Opportunities III Acquisition 2 LP

 (Last) (First) (Middle)
 505 FIFTH AVENUE, FLOOR 18

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities III Co-Invest 1 LP](#)

(Last) (First) (Middle)

505 FIFTH AVENUE, FLOOR 18

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates Co-Invest LLC](#)

(Last) (First) (Middle)

505 FIFTH AVENUE, FLOOR 18

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates III GP LLC](#)

(Last) (First) (Middle)

505 FIFTH AVENUE, FLOOR 18

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates III LP](#)

(Last) (First) (Middle)

505 FIFTH AVENUE, FLOOR 18

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Fund \(B\) LP](#)

(Last) (First) (Middle)

325 N. SAINT PAUL STREET, SUITE 4900

(Street)
DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates GP LLC](#)

(Last) (First) (Middle)

325 N. SAINT PAUL STREET, SUITE 4900

(Street)
DALLAS TX 75201

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Athyrium Opportunities Associates LP		
(Last)	(First)	(Middle)
325 N. SAINT PAUL STREET, SUITE 4900		
(Street)		
DALLAS	TX	75201
(City)		
(State)	(Zip)	

Explanation of Responses:

- The 306,308 shares of the Issuer's common stock are directly owned by Athyrium Opportunities III Acquisition LP. Athyrium Opportunities Associates III GP LLC is the general partner of Athyrium Opportunities Associates III LP, which is the general partner of Athyrium Opportunities III Acquisition LP. Athyrium Funds GP Holdings, LLC is the managing member of Athyrium Opportunities Associates III GP LLC. Jeffrey Ferrell is the managing member of Athyrium Funds GP Holdings, LLC and the President of Athyrium Opportunities Associates III GP LLC.
- Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein.
- The 961,807 shares of the Issuer's common stock are held directly by Athyrium Opportunities III Co-Invest 1 LP. Athyrium Opportunities Associates Co-Invest LLC is the general partner of Athyrium Opportunities III Co-Invest 1 LP. Athyrium Funds GP Holdings, LLC is the managing member of Athyrium Opportunities Associates Co-Invest LLC. Jeffrey A. Ferrell is the President of Athyrium Opportunities Associates Co-Invest LLC and the managing member of Athyrium Funds GP Holdings, LLC.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 4.

- [/s/ Athyrium Opportunities Fund \(A\) LP, by Christian Neira, Authorized Signatory.](#) 06/03/2021
- [/s/ Athyrium Opportunities 2020 LP, by Athyrium Opportunities Associates III LP, its general partner, by Athyrium Opportunities Associates III GP LLC, its general partner, by Andrew Hyman, Senior Vice President, Secretary.](#) 06/03/2021
- [/s/ Athyrium Opportunities Fund \(B\) LP, by Christian Neira, Authorized Signatory.](#) 06/03/2021
- [/s/ Athyrium Opportunities III Acquisition 2 LP, by Athyrium Opportunities Associates III LP, its general partner, by Athyrium Opportunities Associates III GP LLC, its general partner, by Andrew Hyman, Senior Vice President, Secretary.](#) 06/03/2021
- [/s/ Athyrium Opportunities III Co-Invest 1 LP, by Athyrium Opportunities Associates Co-Invest LLC, its general partner, by Andrew Hyman, Senior Vice President, Secretary.](#) 06/03/2021
- [/s/ Athyrium Opportunities Associates Co-Invest LLC, by Andrew Hyman, Senior Vice President, Secretary.](#) 06/03/2021
- [/s/ Athyrium Opportunities Associates III GP LLC, by Andrew Hyman, Senior Vice President, Secretary.](#) 06/03/2021
- [/s/ Athyrium Opportunities Associates III LP, by Athyrium Opportunities Associates III GP LLC, its general partner, by Andrew Hyman, Senior Vice President, Secretary.](#) 06/03/2021
- [/s/ Athyrium Opportunities Associates GP LLC, by Christian Neira, Authorized Signatory.](#) 06/03/2021
- [/s/ Athyrium Opportunities Associates LP, by Christian](#) 06/03/2021

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.

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 Number.