(Last)

(First)

505 FIFTH AVENUE, FLOOR 18

(Middle)

FORM 4

Check this box if no longer subject

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

vasimigton, D.O. 20

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 ted average burden onse: 0.5

See footnotes(1)(2)

See footnotes(2)(3)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

U obligat	tion 16. Form a tions may conti tion 1(b).		File							urities Exchar Company Act					hours per r	-		0.5
1. Name and Address of Reporting Person* <u>Athyrium Opportunities Fund (A) LP</u>				2. Is	2. Issuer Name and Ticker or Trading Symbol PROGENITY, INC. [ PROG ]							Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner						
(Last) (First) (Middle) 325 N. SAINT PAUL STREET, SUITE 4900				3. Date of Earliest Transaction (Month/Day/Year) 06/01/2021							Officer (give title Other (s below) below)			ther (spec				
(Street) DALLAS TX 75201		- 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						· .	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X  Form filed by More than One Reporting								
(City)	(City) (State) (Zip)											A Perso	on					
		Table	I - Non-Deriv	ative	Secu	rities	Acc	quir	ed, D	isposed o	of, or I	Benefi	cially Own	ed				
Date		2. Transactio Date (Month/Day/\)	/ear)   E	Execution f any	A. Deemed xecution Date, any Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature Indirect Beneficial Ownershi (Instr. 4)	ıl	
				_			С	ode	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and		<u> </u>			
Common	Stock		06/01/20	21			$\perp$	P	Ш	306,308	A	\$2.86	28,299,	,741			See footnote	es <sup>(1)(</sup>
Common	Stock		06/01/20	21				P		961,807	A	\$2.86	28,299,	,741	I		See footnote	es <sup>(2)(</sup>
		Ta	ble II - Deriva (e.g., p							posed of, , converti				d				
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)	Code	Transaction Code (Instr. 8) S		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date Exc piration onth/Da	//Year) Securit Underly Derivat		unt of crities crlying vative crity (Instr	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)	ership of Be t (D) Ow direct (In:	Benefic Owners (Instr. 4	
				Code	· v	(A)	(D)	Dat Exe	te ercisabl	Expiratior e Date	n Title	Amoun or Numbe of Shares	r					
		f Reporting Person's		•						•								
— — —	ші Орро	rumues rum	<u> </u>		_													
(Last) 325 N. S	AINT PAU	(First) JL STREET, SU	(Middle) ITE 4900															
(Street)	S	TX	75201															
(City)		(State)	(Zip)															
		f Reporting Person' rtunities 2020																
(Last) 505 FIFT	ΓΗ AVENU	(First) JE, FLOOR 18	(Middle)															
(Street) NEW YO	ORK	NY	10017															
(City)		(State)	(Zip)															
		f Reporting Person' rtunities III A		LP														

	NY	10017
(City)	(State)	(Zip)
	ss of Reporting Person*  portunities III Co	-Invest 1 LP
(Last) 505 FIFTH AVE	(First) NUE, FLOOR 18	(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
	ss of Reporting Person* portunities Assoc	riates Co-Invest
(Last) 505 FIFTH AVE	(First) NUE, FLOOR 18	(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
	ss of Reporting Person*  portunities Assoc	riates III GP LLC
(Last) 505 FIFTH AVE	(First) NUE, FLOOR 18	(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
	s of Departing Derson*	
1. Name and Addres  Athyrium Op	portunities Assoc	riates III LP
Athyrium Op (Last)		(Middle)
Athyrium Op (Last)	portunities Assoc	
Athyrium Op (Last) 505 FIFTH AVE (Street)	Portunities Associates (First) NUE, FLOOR 18	(Middle)
(City)  Athyrium Op  (Last)  505 FIFTH AVE  (Street)  NEW YORK  (City)  1. Name and Address	(First) NUE, FLOOR 18 NY	(Middle)  10017  (Zip)
Athyrium Op  (Last) 505 FIFTH AVE  (Street) NEW YORK  (City) 1. Name and Address Athyrium Op  (Last)	(First) NUE, FLOOR 18  NY  (State)	(Middle)  10017 (Zip) (B) LP (Middle)
Athyrium Op  (Last) 505 FIFTH AVE  (Street) NEW YORK  (City) 1. Name and Address Athyrium Op  (Last)	(First) NUE, FLOOR 18  NY  (State) ss of Reporting Person* portunities Fund  (First)	(Middle)  10017 (Zip) (B) LP (Middle)
Athyrium Op  (Last)  505 FIFTH AVE  (Street)  NEW YORK  (City)  1. Name and Addrest Athyrium Op  (Last)  325 N. SAINT P  (Street)	(First) NUE, FLOOR 18  NY  (State) ss of Reporting Person* portunities Fund  (First) AUL STREET, SUIT	(Middle)  10017 (Zip) (B) LP (Middle) TE 4900
Athyrium Op  (Last)  505 FIFTH AVE  (Street)  NEW YORK  (City)  1. Name and Addrest  Athyrium Op  (Last)  325 N. SAINT P  (Street)  DALLAS  (City)  1. Name and Addrest	(First) NUE, FLOOR 18  NY  (State) ss of Reporting Person' portunities Fund  (First) AUL STREET, SUIT	(Middle)  10017 (Zip)  (B) LP (Middle) TE 4900  75201 (Zip)
Athyrium Op  (Last)  505 FIFTH AVE  (Street)  NEW YORK  (City)  1. Name and Addrest Athyrium Op  (Last)  325 N. SAINT P  (Street)  DALLAS  (City)  1. Name and Addrest Athyrium Op  (Last)	(First) NUE, FLOOR 18  NY  (State) ss of Reporting Person* portunities Fund  (First) AUL STREET, SUIT  TX  (State) ss of Reporting Person*	(Middle)  10017 (Zip)  (B) LP (Middle) TE 4900  75201 (Zip)  Ciates GP LLC (Middle)

(City)	(State)	(Zip)				
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:**

- 1. 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.
- 2. 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.
- 3. 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 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	
<u>Athyrium Opportunities</u>	06/03/2021
Associates III GP LLC, its	
general partner, by Andrew	
Hyman, Senior Vice President,	
<u>Secretary</u>	
/s/ Athyrium Opportunities	
Fund (B) LP, by Christian	06/03/2021
Neira, Authorized Signatory	
/s/ Athyrium Opportunities III	
Acquisition 2 LP, by Athyrium	
Opportunities Associates III	
LP, its general partner, by	
Athyrium Opportunities	06/03/2021
Associates III GP LLC, its	
general partner, by Andrew	
Hyman, Senior Vice President,	
<u>Secretary</u>	
/s/ Athyrium Opportunities III	
Co-Invest 1 LP, by Athyrium	
Opportunities Associates Co-	
Invest LLC, its general	06/03/2021
<u>partner, by Andrew Hyman</u> ,	
Senior Vice President,	
<u>Secretary</u>	
/s/ Athyrium Opportunities	
Associates Co-Invest LLC, by	06/03/2021
Andrew Hyman, Senior Vice	00/03/2021
<u>President, Secretary</u>	
/s/ Athyrium Opportunities	
Associates III GP LLC, by	06/02/2021
Andrew Hyman, Senior Vice	06/03/2021
President, Secretary	
/s/ Athyrium Opportunities	
Associates III LP, by	
Athyrium Opportunities	
Associates III GP LLC, its	06/03/2021
<u>general partner, by Andrew</u>	
Hyman, Senior Vice President,	
<u>Secretary</u>	
/s/ Athyrium Opportunities	
Associates GP LLC, by	06/02/2021
Christian Neira, Authorized	06/03/2021
<u>Signatory</u>	
/s/ Athyrium Opportunities	06/03/2021
Associates LP, by Christian	

## Neira, Authorized Signatory

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.