

OMB APPROVAL	
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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>NEUMANN CLARKE</u>  (Last) (First) (Middle) C/O PROGENITY, INC. 4330 LA JOLLA VILLAGE DRIVE, SUITE 200  (Street) SAN DIEGO CA 92122  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2020	
	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	08/15/2020		A		20,534 <sup>(1)</sup>	A	\$0.00	54,688 <sup>(2)</sup>	D	

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$7.71	08/15/2020		A		42,114		(3)	08/15/2030	Common Stock	42,114	\$0.00	42,114	D	
Stock Option (Right to Buy)	\$9.88	02/23/2017		A		19,423		(4)	02/23/2027	Common Stock	19,423	\$0.00	19,423	D	
Stock Option (Right to Buy)	\$9.88	02/22/2018		A		6,474		(5)	02/22/2028	Common Stock	6,474	\$0.00	6,474	D	
Stock Option (Right to Buy)	\$9.88	04/15/2019		A		19,422		(6)	04/15/2029	Common Stock	19,422	\$0.00	19,422	D	
Stock Option (Right to Buy)	\$9.76	03/04/2020		A		34,800		(7)	03/04/2030	Common Stock	34,800	\$0.00	34,800	D	

Explanation of Responses:

- Consists of 20,534 restricted stock units ("RSUs"), one quarter of which will vest on August 15, 2021, with the remaining three quarters vesting in semi-annual installments beginning on February 15, 2022 and ending on August 15, 2024, subject to the Reporting Person's continued service to the Issuer.
- Consists of 54,688 RSUs, 4,921 of which have vested as of June 18, 2020. The Reporting Person's Form 3 filed on June 18, 2020 (the "Form 3") reported a vested amount of 4,720, 1,349 RSUs vesting from February 15, 2021 to February 15, 2022, instead of the correct amount of 1,350 and correct final vesting date of August 15, 2022, and 6,879 RSUs vesting from February 15, 2021 to August 15, 2023, instead of the correct amount of 6,677, in error.
- This option represents the right to purchase 42,114 shares of the Issuer's common stock, which will vest in equal monthly installments from August 15, 2020 through July 15, 2024, subject to the Reporting Person's continued service to the Issuer.
- This option represents the right to purchase a total of 19,423 shares of the Issuer's common stock, 15,779 of which have vested as of June 18, 2020, with the remaining shares vesting in equal monthly installments through February 23, 2021, subject to the Reporting Person's continued service to the Issuer. The Form 3 reported a vested amount of 15,781 due to a rounding error.
- This option represents the right to purchase a total of 6,474 shares of the Issuer's common stock, 3,776 of which have vested as of June 18, 2020, with the remaining shares vesting in equal monthly installments through February 15, 2022, subject to the Reporting Person's continued service to the Issuer. The Form 3 reported a final vesting date of February 22, 2022 in error.
- This option represents the right to purchase a total of 19,422 shares of the Issuer's common stock, 6,067 of which have vested as of June 18, 2020, with the remaining shares vesting in equal monthly installments through March 15, 2023, subject to the Reporting Person's continued service to the Issuer. The Form 3 reported the total number of shares underlying the derivative security as 19,423, a vested amount of 5,665 and a final vesting date of April 15, 2023 in error.
- This option represents the right to purchase a total of 34,800 shares of the Issuer's common stock, 2,900 of which have vested as of June 18, 2020, with the remaining shares vesting in equal monthly installments through February 4, 2024, subject to the Reporting Person's continued service to the Issuer. The Form 3 reported a vested amount of 2,175 and a final vesting date of March 15, 2024 in error.

Remarks:

/s/ Will Pridgen, Attorney-in-Fact for Clarke Neumann 08/18/2020

\*\* 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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