

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Cooper Matthew T</u> (Last) (First) (Middle) <u>C/O PROGENITY, INC.</u> <u>4330 LA JOLLA VILLAGE DRIVE,</u> <u>SUITE 200</u> (Street) <u>SAN</u> <u>CA</u> <u>92122</u> <u>DIEGO</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/18/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>PROGENITY, INC. [PROG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/18/2020</u>
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>44,178⁽¹⁾⁽¹⁰⁾</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>03/30/2025</u>	<u>Common Stock</u>	<u>36,419</u>	<u>10.75</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>02/24/2026</u>	<u>Common Stock</u>	<u>9,560</u>	<u>12.54</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(4)(10)</u>	<u>02/23/2027</u>	<u>Common Stock</u>	<u>24,278</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(5)(10)</u>	<u>02/22/2028</u>	<u>Common Stock</u>	<u>8,092</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(6)(10)</u>	<u>04/15/2029</u>	<u>Common Stock</u>	<u>17,804</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(7)(10)</u>	<u>04/15/2029</u>	<u>Common Stock</u>	<u>22,255</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(8)(10)</u>	<u>03/04/2030</u>	<u>Common Stock</u>	<u>32,372</u>	<u>9.76</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(9)</u>	<u>03/04/2030</u>	<u>Common Stock</u>	<u>6,614</u>	<u>9.76</u>	<u>D</u>	

Explanation of Responses:

1. Consists of 44,178 restricted stock units ("RSUs"), 5,139 of which have vested. Subject to the Reporting Person's continued service to the Issuer, (i) 3,916 RSUs will vest on March 4, 2021, (ii) 4,046 RSUs will vest on May 15, 2021 and (iii) 11,128 RSUs will vest on April 15, 2023. All other unvested RSUs will vest in semi-annual installments, subject to the Reporting Person's continued service to the Issuer, (i) beginning on February 15, 2021 and ending on August 15, 2022 for 1,687 RSUs, (ii) beginning on February 15, 2021 and ending on August 15, 2023 for 6,122 RSUs, and (iii) beginning on November 15, 2021 and ending on May 15, 2024 for 12,140 RSUs.

2. This option represents the right to purchase 36,419 shares of the Issuer's common stock, all of which have vested.

3. This option represents the right to purchase 9,560 shares of the Issuer's common stock, all of which have vested.

4. This option represents the right to purchase a total of 24,278 shares of the Issuer's common stock, 19,725 of which have vested, with the remaining shares vesting in equal monthly installments through February 23, 2021, subject to the Reporting Person's continued service to the Issuer.

5. This option represents the right to purchase a total of 8,092 shares of the Issuer's common stock, 4,718 of which have vested, with the remaining shares vesting in equal monthly installments through February 15, 2022, subject to the Reporting Person's continued service to the Issuer.

6. This option represents the right to purchase a total of 17,804 shares of the Issuer's common stock, 5,563 of which have vested, with the remaining shares vesting in equal monthly installments through March 15, 2023, subject to the Reporting Person's continued service to the Issuer.

7. This option represents the right to purchase a total of 22,255 shares of the Issuer's common stock, all of which will vest on April 15, 2023, subject to the Reporting Person's continued service to the Issuer.

8. This option represents the right to purchase a total of 32,372 shares of the Issuer's common stock, 2,698 of which have vested, with the remaining shares vesting in equal monthly

installments through February 4, 2024, subject to the Reporting Person's continued service to the Issuer.

9. This option represents the right to purchase 6,614 shares of the Issuer's common stock, all of which have vested.

10. This amendment is being filed to correct the number of RSUs vested as of June 18, 2020, the number of RSUs vesting on May 15, 2021, the number of RSUs vesting from February 15, 2021 to February 15, 2022, the number of RSUs vesting from February 15, 2021 to August 15, 2023, the number of shares underlying the derivative security and the number of shares vested as of June 18, 2020 for the options reported in rows 3 through 6 of Table II, the number of shares vested as of June 18, 2020 for the option reported in row 7 of Table II, and the final vesting dates for the options reported in rows 4, 5 and 7 of Table II.

Remarks:

/s/ Regan Lauer, Attorney-
in-fact for Matthew T. Cooper 08/24/2020

** 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 5 (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.