

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

<b>1. Name and Address of Reporting Person*</b> <u>Stylli Harry</u>  (Last) (First) (Middle) <u>C/O PROGENITY, INC.</u> <u>4330 LA JOLLA VILLAGE DRIVE, SUITE 200</u>  (Street) <u>SAN DIEGO CA 92122</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PROGENITY, INC. [ PROG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><b>Chairman &amp; CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/19/2020</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 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	06/19/2020		P		33,333 <sup>(1)</sup>	A	\$15	1,038,635 <sup>(2)</sup>	D	
Common Stock	06/23/2020		C		13,213,254	A	<sup>(3)</sup>	14,251,889 <sup>(2)</sup>	D	
Common Stock	06/23/2020		C		202,080	A	<sup>(4)</sup>	14,453,969 <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	Amount or Number of Shares				
Series A Preferred Stock	<sup>(3)</sup>	06/23/2020		C			4,120,000	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	13,213,254	\$0.00	0	D	
Series B Preferred Stock	<sup>(4)</sup>	06/23/2020		C			1,122,222	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	202,080	\$0.00	0	D	

**Explanation of Responses:**

- On June 19, 2020, the Reporting Person purchased 33,333 shares of the Issuer's common stock at a price of \$15.00 per share in the Issuer's initial public offering.
- Includes 239,074 restricted stock units.
- The Series A Preferred Stock automatically converted into shares of the Issuer's common stock on a one-for-3.207 basis immediately prior to the closing of the Issuer's initial public offering.
- The Series B Preferred Stock automatically converted into shares of the Issuer's common stock on a 0.18007-for-one basis immediately prior to the closing of the Issuer's initial public offering. The conversion rate of the Series B Preferred Stock was adjusted pursuant to the Issuer's seventh amended and restated certificate of incorporation because the public offering price per share of common stock in the Issuer's initial public offering was less than \$16.68.

**Remarks:**

/s/ Clarke Neumann, Attorney-  
in-Fact for Harry Stylli      06/23/2020

\*\* 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.

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.