

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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>Shihabi Sami</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Commercial 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>40,374⁽¹⁾⁽⁹⁾</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)(9)</u>	<u>01/15/2028</u>	<u>Common Stock</u>	<u>36,419</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(3)(9)</u>	<u>02/22/2028</u>	<u>Common Stock</u>	<u>4,045</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(4)(9)</u>	<u>04/15/2029</u>	<u>Common Stock</u>	<u>16,185</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(5)</u>	<u>04/15/2029</u>	<u>Common Stock</u>	<u>12,139</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(6)(9)</u>	<u>11/15/2029</u>	<u>Common Stock</u>	<u>16,185</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(7)</u>	<u>03/04/2030</u>	<u>Common Stock</u>	<u>10,783</u>	<u>9.76</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(8)(9)</u>	<u>03/04/2030</u>	<u>Common Stock</u>	<u>19,423</u>	<u>9.76</u>	<u>D</u>	

Explanation of Responses:

1. Consists of 40,374 restricted stock units ("RSUs"), 5,010 of which have vested. Subject to the Reporting Person's continued service to the Issuer, (i) 6,385 RSUs will vest on March 4, 2021, (ii) 2,427 RSUs will vest on May 15, 2021, and (iii) 6,069 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 886 RSUs, (ii) beginning on February 15, 2021 and ending on August 15, 2023 for 5,566 RSUs, (iii) beginning on February 15, 2021 and ending on February 15, 2024 for 6,747 RSUs, and (iv) beginning on November 15, 2021 and ending on May 15, 2024 for 7,284 RSUs.

2. This option represents the right to purchase a total of 36,419 shares of the Issuer's common stock, 22,002 of which have vested, with the remaining shares vesting in equal monthly installments through January 15, 2022, subject to the Reporting Person's continued service to the Issuer.

3. This option represents the right to purchase a total of 4,045 shares of the Issuer's common stock, 2,352 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.

4. This option represents the right to purchase a total of 16,185 shares of the Issuer's common stock, 5,055 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.

5. This option represents the right to purchase a total of 12,139 shares of the Issuer's common stock and will vest in full on April 15, 2023, subject to the Reporting Person's continued service to the Issuer.

6. This option represents the right to purchase a total of 16,185 shares of the Issuer's common stock, 2,696 of which have vested, with the remaining shares vesting in equal monthly installments through October 15, 2023, subject to the Reporting Person's continued service to the Issuer.

7. This option represents the right to purchase 10,783 shares of the Issuer's common stock, all of which have vested.

8. This option represents the right to purchase a total of 19,423 shares of the Issuer's common stock, 1,619 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 amendment is being filed to correct the number of RSUs vested as of June 18, 2020, the number of RSUs vesting from February 15, 2021 to August 15, 2023, the number of RSUs vesting from February 15, 2021 to February 15, 2024, the number of shares vested as of June 18, 2020 and the final vesting dates for the options reported in rows 1 and 7 of Table II, and the number of shares underlying the derivative security, the number of shares vested as of June 18, 2020 and the final vesting dates for the options reported in rows 2, 3 and 5 of Table II.

Remarks:

/s/ Regan Lauer, Attorney-
in-fact for Sami Shihabi 08/24/2020

** Signature of Reporting Date
Person

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.

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