

**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>Gianakopoulos George</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>Senior Vice President of Sales</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>23,499⁽¹⁾⁽¹¹⁾</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>09/22/2024</u>	<u>Common Stock</u>	<u>13,759</u>	<u>6.49</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>02/01/2025</u>	<u>Common Stock</u>	<u>4,046</u>	<u>10.75</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>02/24/2026</u>	<u>Common Stock</u>	<u>4,855</u>	<u>12.54</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(5)(11)</u>	<u>02/23/2027</u>	<u>Common Stock</u>	<u>6,474</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(6)(11)</u>	<u>02/22/2028</u>	<u>Common Stock</u>	<u>5,664</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(7)(11)</u>	<u>04/15/2029</u>	<u>Common Stock</u>	<u>6,473</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(8)(11)</u>	<u>11/15/2029</u>	<u>Common Stock</u>	<u>8,092</u>	<u>9.88</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(9)</u>	<u>03/04/2030</u>	<u>Common Stock</u>	<u>2,787</u>	<u>9.76</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(10)(11)</u>	<u>03/04/2030</u>	<u>Common Stock</u>	<u>10,520</u>	<u>9.76</u>	<u>D</u>	

Explanation of Responses:

1. Includes 17,025 restricted stock units ("RSUs"), 3,332 of which have vested. Subject to the Reporting Person's continued service to the Issuer, (i) 1,650 RSUs will vest on March 4, 2021 and (ii) 1,315 RSUs will vest on May 15, 2021. 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 1,181 RSUs, (ii) beginning on February 15, 2021 and ending on August 15, 2023 for 2,228 RSUs, (iii) beginning on February 15, 2021 and ending on February 15, 2024 for 3,374 RSUs, and (iv) beginning on November 15, 2021 and ending on May 15, 2024 for 3,945 RSUs.

2. This option represents the right to purchase 13,759 shares of the Issuer's common stock, all of which have vested.

3. This option represents the right to purchase 4,046 shares of the Issuer's common stock, all of which have vested.

4. This option represents the right to purchase 4,855 shares of the Issuer's common stock, all of which have vested.

5. This option represents the right to purchase a total of 6,474 shares of the Issuer's common stock, 5,259 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.

6. This option represents the right to purchase a total of 5,664 shares of the Issuer's common stock, 3,304 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.

7. This option represents the right to purchase a total of 6,473 shares of the Issuer's common stock, 2,022 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.

8. This option represents the right to purchase a total of 8,092 shares of the Issuer's common stock, 1,346 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.

9. This option represents the right to purchase 2,787 shares of the Issuer's common stock, all of which have vested.

10. This option represents the right to purchase a total of 10,520 shares of the Issuer's common stock, 877 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.

11. This amendment is being filed to correct the number of RSUs vested as of June 18, 2020, the number of RSUs that will vest from February 15, 2021 to February 15, 2022, the number of RSUs that will vest from February 15, 2021 to August 15, 2023, the number of RSUs that will vest from February 15, 2021 to February 15, 2024, the number of shares vested as of June 18, 2020 for the option reported in row 4 of Table II, the number of shares underlying the derivative security and final vesting date for the option reported in row 5 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 6, 7 and 9 of Table II.

Remarks:

/s/ Regan Lauer, Attorney-
in-fact for George 08/24/2020
Gianakopoulos

** 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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