

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).

1. Name and Address of Reporting Person* <u>dEsparbes Eric</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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Chief Financial Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2020</u>	
	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		36,243 <sup>(1)</sup>	A	\$0.00	100,620 <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		73,863		(3)	08/15/2030	Common Stock	73,863	\$0.00	73,863	D	
Stock Option (Right to Buy)	\$9.88	06/15/2019		A		28,406		(4)	06/15/2029	Common Stock	28,406	\$0.00	28,406	D	

**Explanation of Responses:**

- Consists of 36,243 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 100,620 RSUs.
- This option represents the right to purchase 73,863 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 28,406 shares of the Issuer's common stock, 8,285 of which have vested as of June 18, 2020, with the remaining shares vesting in equal monthly installments through June 15, 2023, subject to the Reporting Person's continued service to the Issuer. The Reporting Person's Form 3 filed on June 18, 2020 reported the total number of shares underlying the derivative security as 28,407 due to a rounding error.

**Remarks:**

/s/ Will Pridgen, Attorney-in-Fact for Eric d'Esparbes 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.

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.