

Invitae Corp  
Form 4  
December 06, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Thomas, McNerney & Partners II  
L.P.

(Last) (First) (Middle)

C/O THOMAS, MCNERNEY &  
PARTNERS, L.P., 19TH  
FLOOR-ONE LANDMARK SQ.

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Invitae Corp [NVTX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 (D) Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control  
number.**

SEC 1474  
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu
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## Edgar Filing: Invitae Corp - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Security Beneficial Owner Following Reported Transaction (Instr. 6)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas, McNerney & Partners II L.P. C/O THOMAS, MCNERNEY & PARTNERS, L.P. 19TH FLOOR-ONE LANDMARK SQ. STAMFORD, CT 06901		X		
TMP Associates II LP C/O THOMAS, MCNERNEY & PARTNERS, L.P. 19TH FLOOR-ONE LANDMARK SQ. STAMFORD, CT 06901		X		
TMP Nominee II, LLC C/O THOMAS, MCNERNEY & PARTNERS, L.P. 19TH FLOOR-ONE LANDMARK SQ. STAMFORD, CT 06901		X		
Thomas, McNerney & Partners II, LLC C/O THOMAS, MCNERNEY & PARTNERS, L.P. 19TH FLOOR-ONE LANDMARK SQ. STAMFORD, CT 06901		X		

## Signatures

THOMAS, MCNERNEY & PARTNERS II, L.P., By: Thomas, McNerney & Partners II, LLC, its General Partner, By: /s/ James E. Thomas, Manager

12/05/2016

          \*\*Signature of Reporting Person

Date \_\_\_\_\_

TMP ASSOCIATES II, L.P., By: Thomas, McNerney & Partners II, LLC, its General Partner, By: /s/ James E. Thomas, Manager

12/05/2016

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

TMP NOMINEE II, LLC, By: /s/ James E. Thomas, Attorney-In-Fact

12/05/2016

Signature of Reporting Person

Date \_\_\_\_\_

THOMAS, MCNERNEY & PARTNERS II, LLC, By: /s/ James E. Thomas, Manager

12/05/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.