

FORM 4

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

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Stueland Katherine | | Invitae Corp [NVT A] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Commercial Officer | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O INVITAE CORPORATION, 1400 16TH STREET | | 1/13/2021 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SAN FRANCISCO, CA 94103 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 1/13/2021 | | M | | 4199 | A | \$10.94 | 207251 (1) | D | |
| Common Stock | 1/13/2021 | | S | | 232 (2) | D | \$48.4967 (3)(4) | 207019 (1) | D | |
| Common Stock | 1/13/2021 | | S | | 400 (2) | D | \$49.8775 (4)(5) | 206619 (1) | D | |
| Common Stock | 1/13/2021 | | S | | 1567 (2) | D | \$51.549 (4)(6) | 205052 (1) | D | |
| Common Stock | 1/13/2021 | | S | | 1600 (2) | D | \$52.7062 (4)(7) | 203452 (1) | D | |
| Common Stock | 1/13/2021 | | S | | 400 (2) | D | \$53.225 (4)(8) | 203052 (1) | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: 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 | | | | |
| Employee Stock Options (Right to Buy) | \$10.94 | 1/13/2021 | | M | | 4199 | | (9) | 9/9/2025 | Common Stock | 4199 | \$0.00 | 25801 | D | |

Explanation of Responses:

- (1) Includes an aggregate of 166,973 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (2) These sales of common stock were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on September 15, 2020.
- (3) Represents a weighted average sale price. Actual sale prices ranged from \$48.32 to \$48.73 per share.
- (4) Reporting person undertakes to provide upon request by the Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within the range indicated.
- (5) Represents a weighted average sale price. Actual sale prices ranged from \$49.55 to \$50.20 per share.
- (6) Represents a weighted average sale price. Actual sale prices ranged from \$50.97 to \$51.88 per share.
- (7) Represents a weighted average sale price. Actual sale prices ranged from \$52.09 to \$53.03 per share.
- (8) Represents a weighted average sale price. Actual sale prices ranged from \$53.11 to \$53.41 per share.
- (9) The shares subject to this option are fully vested and exercisable.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Stueland Katherine | | | | |

| | | | |
|------------------------------------------------------------------------|--|--------------------------|--|
| C/O INVITAE CORPORATION 1400 16TH STREET SAN FRANCISCO, CA 94103 | | Chief Commercial Officer | |
|------------------------------------------------------------------------|--|--------------------------|--|

Signatures

/s/ Thomas Brida, Attorney-in-Fact

1/15/2021

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 control number.