UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: **November 15, 2016**
(Date of earliest event reported)

Invitae Corporation

(Exact name of registrant as specified in its charter)

Delaware	**001-36847**	**27-1701898**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. employer identification number)

458 Brannan Street, San Francisco, California 94107
(Address of Principal Executive Offices) (zip code)

(415) 374-7782
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On November 15, 2016, Invitae Corporation announced that it has commenced an underwritten public offering of its common stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Invitae Corporation has updated its disclosures, which are filed herewith as Exhibit 99.2 and are incorporated by reference herein.

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements regarding our strategy, future operations, financial position, full year 2016 billable tests, future revenues, expected availability of our apps on the Helix platform, projected costs, prospects, plans and objectives of management. We have based these forward-looking statements on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, strategy, short- and long-term business operations and objectives, and financial needs. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially, and reported results should not be considered as an indication of future performance. These risks and uncertainties include, but are not limited to: risks associated with our ability to develop and commercialize new tests and expand into new markets; our ability to use rapidly changing genetic data to interpret test results accurately, consistently and quickly; our history of losses; our need to scale our infrastructure in advance of demand for our tests and our ability to increase demand for our tests; our ability to drive revenue; our ability to successfully operationalize payer contracts; our ability to achieve and maintain positive cash flows and to execute our strategy to create a profitable long term business; the risk that we may not obtain or maintain sufficient levels of reimbursement for our tests; laws and regulations applicable to our business, including potential regulation by the Food and Drug Administration; the risk that our apps on the Helix platform are not ultimately launched; our ability to compete; and the other risks set forth in Invitae Corporation's filings with the Securities and Exchange Commission, including the risks set forth in the company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016. These forward-looking statements speak only as of the date hereof, and Invitae Corporation disclaims any obligation to update these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated November 15, 2016.

99.2 Disclosures.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INVITAE CORPORATION

Date: November 15, 2016 By: /s/ Lee Bendekgey

EXHIBIT 99.1

Invitae Announces Proposed Public Offering of Common Stock

SAN FRANCISCO, November 15, 2016 — Invitae Corporation (NYSE: NVTA) today announced that it has commenced an underwritten public offering of $40 million of shares of its common stock, before deducting underwriting discounts and commissions and other offering expenses. All of the shares are being offered by Invitae. In addition, Invitae expects to grant the underwriter a 30-day option to purchase up to an additional $6 million of shares of its common stock at the public offering price, less underwriting discounts and commissions. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

J.P. Morgan Securities LLC is acting as the sole book-running manager for the offering.

A shelf registration statement relating to the shares was filed with the Securities and Exchange Commission and became effective on June 20, 2016. The offering is being made solely by means of a prospectus. A copy of the preliminary prospectus supplement and accompanying prospectus relating to the offering, when available, may be obtained from J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by telephone at (866) 803-9204, or by email at prospectus-eq_fi@jpmchase.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Invitae Corporation

Invitae Corporation's (NYSE: NVTA) mission is to bring comprehensive genetic information into mainstream medical practice to improve the quality of healthcare for billions of people. Invitae's goal is to aggregate most of the world's genetic tests into a single service with higher quality, faster turnaround time, and lower price than many single-gene and panel tests today. The company currently provides a diagnostic service comprising hundreds of genes for a variety of genetic disorders associated with oncology, cardiology, neurology, pediatrics, and other rare disease areas.

Forward-Looking Statements

Certain of the statements made in this press release are forward looking, such as those, among others, relating to Invitae's expectations regarding the completion, timing and size of the public offering, and its expectations with respect to granting the underwriter a 30-day option to purchase additional shares. Actual results or developments may differ materially from those projected or implied in these forward-looking statements. Factors that may cause such a difference include risks and uncertainties related to completion of the public offering on the anticipated terms or at all, market conditions and the satisfaction of customary closing conditions related to the public offering. More information about the risks and uncertainties faced by Invitae is contained in the section captioned "Risk factors" in the preliminary prospectus supplement related to the public offering filed with the Securities and Exchange Commission. Invitae disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Source: Invitae Corporation

Contact:

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We have filed a registration statement (including the Preliminary Prospectus Supplement) with the Securities and Exchange Commission, or the SEC, for the offering to which this communication relates. Before you invest, you should read the Preliminary Prospectus Supplement in that registration statement and other documents we have filed with the SEC for more complete information about us and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, we, any underwriter or any dealer participating in the offering will arrange to send you the Preliminary Prospectus Supplement if you request it from: J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by telephone at (866) 803-9204, or by email at prospectus-eq_fi@jpmchase.com.

Our company

Our mission is to bring comprehensive genetic information into mainstream medical practice to improve the quality of healthcare for billions of people. Our goal is to aggregate most of the world's genetic tests into a single service with higher quality, faster turnaround time and lower pricing than many single gene tests and panel tests in the past. By aggregating large numbers of currently available genetic tests into a single service, we can achieve significant economies of scale that allow us to not only provide primary single gene or multi-gene tests but also to generate and store additional genetic information on behalf of the patient for future use. As more individuals gain access to their genetic information, we believe that sharing genetic information will provide an economic opportunity for patients and us to participate in advancing the understanding and treatment of disease. We refer to this as the "genome network." In addition, we refer to the service of managing genetic information over the course of disease or the lifetime of a patient as "genome management."

To track our progress throughout 2016, we set four key metrics by which to measure our success. The first metric, driving down the average cost of delivering a clinical test report, which we refer to as COGS, has allowed us to rapidly expand content without increasing our prices, which is the second metric. Expanding content has enabled us to dramatically increase our test volume, which is the third metric, which in turn has resulted in significant revenue growth and progress in reimbursement, which is the fourth metric. As a result, we now have one of the most comprehensive, low-cost genetic platforms in the industry, which we believe will give us substantial marketing and operating leverage moving forward.

We launched our first commercial offering in November 2013 with a test menu of more than 200 genes, largely focused on cancer testing. In October 2015, we expanded our test menu to more than 600 genes in production, offering tests for more than 120 disorders in cardiovascular, hereditary cancer, neurology, pediatrics, metabolic disorders and rare diseases. In March 2016, we further expanded our test menu with expanded panels for neurology, pediatrics and other rare diseases. In August 2016 we announced that we expanded our neurology and cardiology test offering, adding 11 new panels for heritable diseases. We now have more than 1,000 genes in production and provide a variety of diagnostic tests that can be used in multiple indications. These additions to our test menu have resulted from a series of process improvements that have enabled us to continue to expand our test menu while maintaining our strategy of lowering the cost of genetic testing.

One of our initial goals for 2016 was to expand our content to include more than 3,000 genes. Our investment in development and production infrastructure has enabled us to increase the pace of our menu expansion. Therefore, in August 2016, we announced that we would accelerate the development of our offering by delivering an exome testing service in the first quarter of 2017. An "exome" is comprised of all of the known genes in the genome today. We anticipate that this will be a diagnostic exome allowing us to evaluate variants in the more-than-3,000-known clinically relevant genes with extremely high sensitivity and specificity as well as superior coverage for the remaining 17,000 genes, many of which are candidate disease-causing genes. We expect to continue to expand our menu of diagnostic disease area panels to meet the needs of patients who will benefit from panels rather than an exome test. This combined offering is intended to enable us to serve the full spectrum of genetic testing needs, from those at the single-gene level to those requiring a full exome.

We have expanded our menu while significantly lowering our COGS on a quarterly basis. In the first quarter of 2015, our average COGS was approximately $1,250 per sample. In the third quarter of 2016, our average COGS was approximately $450 per sample.

We have continued to experience significant volume growth. Since our commercial launch through September 30, 2016, we have delivered approximately 59,800 billable tests. Sales of our tests have grown significantly from approximately 11,800 billable tests in the nine months ended September 30, 2015 to approximately 37,000 billable tests in the nine months ended September 30, 2016. We estimate that the U.S. market for hereditary cancer tests is greater than 400,000 tests and $650.0 million per year

and thus represents a key growth opportunity for us. In addition, we have expanded our test menu to include the non-cancer test portion of our market, which we expect will drive additional test volume. Our cardiology volume has doubled in the past six months since we expanded our menu to include a comprehensive cardiology offering. In the three months ended September 30, 2016, we delivered approximately 3,200 billable tests excluding billable tests for oncology, up from approximately 700 in the three months ended September 30, 2015, representing a 350% year-over-year increase. We expect to see additional growth in test volume in the remainder of the year and expect to reach our goal of 50,000-70,000 billable tests delivered for the year ending December 31, 2016. Key drivers of this growth are expected to include our test menu expansion, particularly with the improvement of our oncology menu with STAT turnaround time. We launched this seven-gene breast cancer panel to help inform clinicians whose patients are diagnosed with breast cancer and need to have surgery.

We have also continued to experience rapid revenue growth. We expect revenue growth to accelerate given the breadth of payer contracts we have signed, representing an increase from approximately five million covered lives as of March 31, 2016, to more than 160 million covered lives as of October 31, 2016. For the nine months ended September 30, 2016 and 2015, our revenue was $15.8 million and $5.2 million, respectively, and we incurred net losses of $75.4 million and $65.4 million, respectively. As of September 30, 2016, we had an accumulated deficit of $250.4 million. We increased our number of employees to 306 as of September 30, 2016 from 243 as of September 30, 2015. Our sales force grew to 40 as of September 30, 2016 from 24 as of September 30, 2015. We expect headcount will continue to increase in the remainder of 2016, as we add staff to support our anticipated growth.

We also have begun to develop collaborations, resulting in progress on the second phase of our business or what we call the “genome network.” We are beginning to create a network of users who can help the patients and physicians coming to us for genetic testing. As our genetic testing menu and volume has increased, the biotech industry has taken notice. In the first half of 2016, we established multiple strategic relationships with companies, including MyoKardia, Parion Sciences and others, to give them access to rare disease patients and testing for their targeted clinical trials. This is the beginning of the network effects that we believe will allow us to play a key role in directing newly diagnosed patients towards researchers and clinical programs that may be able to help. We plan to invest in expanding this network, which we believe will help connect patients with potential treatments, clinical trials, researchers, clinicians, advocacy organizations, and other resources to help inform and improve patients’ health.

The third phase of our business model is genome management. We began this phase of our business in the first quarter of 2016, when we launched a targeted effort with our adult prevention panel, also referred to as proactive health. As of September 30, 2016, this offering has grown to over 10 institutions now trained in utilizing our product, and we are beginning to apply our genetic testing platform to explore the application of genetics in healthy patients. In October, we announced a collaboration with Helix to build clinician-approved genetic testing applications for proactive health. These health “apps” combine Helix’s DNA sequencing platform and Invitae’s clinical expertise. Our health-related scans on the Helix platform are expected to be available in 2017. We believe the potential market for preventive genomics is very large, and in its infancy.

We intend to continue to invest in our business. In 2015 we entered into a lease agreement for a new production facility in San Francisco, California. This lease expires in July 2026 and at September 30, 2016, aggregate future minimum lease payments for the new facility are approximately $70.8 million. We expect to incur capital expenditures for the new facility of at least $9.2 million and we will receive a $5.2 million lease incentive in the form of reimbursement from the landlord for a portion of the costs of leasehold improvements we make to the new facility.

We believe that the keys to our future growth will be to steadily increase the amount of genetic content we offer, consistently improve the client experience, drive physician and patient utilization of our website for ordering and delivery of results, increase the number of strategic partners working with us to add value for our clients and consistently drive down the price per gene for genetic analysis and interpretation.

We also believe that establishing coverage from third-party payers, including the Centers for Medicare and Medicaid Services, or CMS, is an important factor in gaining adoption by ordering clinicians. We have received approval as a Medicare provider, which allows us to bill for our services to Medicare patients. On October 3, 2016, we announced that CMS had set final pricing for our multi-gene tests for hereditary breast cancer-related disorders at $925.00 per test, an increase from the interim payment per test of $622.53 it began paying in April 2016.

In October 2015, we entered into a National Master Business Agreement (or the NMB Agreement) with Blue Cross and Blue Shield Association (BCBSA). The NMB Agreement facilitates our ability to enter into supply agreements for our products and services with BCBSA affiliates, licensees and certain other entities. The NMB Agreement does not provide for the sale of our products or services directly, nor is there any commitment by BCBSA to purchase products or services from us; however, we have since secured contracts with several regional BCBSA plans. In addition, we have recently entered into agreements with other major U.S. payers. In July 2016, we entered into an agreement to become part of Aetna's laboratory network, effective in August 2016. On September 13, 2016, we announced that we had entered into a provider agreement effective November 1, 2016 for laboratory services with the California affiliate of a major U.S. payer. We have since entered into agreements with other regional affiliates of this payer, including Georgia and the central region of Indiana, Kentucky, Missouri, Ohio and Wisconsin. On October 13, 2016, we announced that we entered into a national provider agreement for laboratory services with UnitedHealthcare Insurance Company, effective January 1, 2017. On October 27, 2016, we announced that we entered into a national provider agreement for laboratory services with Humana, effective December 1, 2016. The addition of these provider agreements, once effective, brings our total covered lives in network to over 160 million.

We believe we have made substantial progress on all of our key metrics, and we are now shifting our focus to driving revenue and becoming cash flow positive.