

FORM 4

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)	
BENDEKGEY E LEE		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 Operating Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O INVITAE CORPORATION, 1400 16TH STREET		2/26/2020			
(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	2/26/2020		M		8333	A	\$3.42	148656	D	
Common Stock	2/26/2020		M		25000	A	\$8.70	173656	D	
Common Stock	2/26/2020		M		20755	A	\$9.90	194411	D	
Common Stock	2/26/2020		M		4375	A	\$10.23	198786	D	
Common Stock	2/26/2020		M		27500	A	\$2.82	226286	D	
Common Stock	2/26/2020		S(1)		91432	D	\$20.58 (2)(3)	134854 (4)	D	
Common Stock	2/26/2020		S(1)		28357	D	\$21.3498 (2)(5)	106497 (4)	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 Option (right to buy)	\$3.42	2/26/2020		M		8333	(6)	2/28/2024	Common Stock	8333	\$0.00	0	D		
Employee Stock Option (right to buy)	\$8.70	2/26/2020		M		25000	(6)	10/15/2024	Common Stock	25000	\$0.00	0	D		
Employee Stock Option (right to buy)	\$9.90	2/26/2020		M		20755	(6)	8/4/2025	Common Stock	20755	\$0.00	49245	D		
Employee Stock Option (right to buy)	\$10.23	2/26/2020		M		4375	(6)	3/31/2026	Common Stock	4375	\$0.00	65625	D		
Employee Stock Option (right to buy)	\$2.82	2/26/2020		M		27500	(7)	10/2/2023	Common Stock	27500	\$0.00	27500	D		

Explanation of Responses:

- These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 8, 2019.
- 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.
- Represents a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.19 to \$21.18, inclusive.
- Includes an aggregate of 105,332 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- Represents a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$21.90 to \$21.72, inclusive.
- The option vests as follows: 25% of the shares vest on the one-year anniversary of the date of grant, and 1/48th of the shares vest each month thereafter for

the remaining three years.

(7) The option vests as follows: 2,750 per month until November 2013, at which time the option begin vesting at 6,875 per month.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENDEKGEY E LEE C/O INVITAE CORPORATION 1400 16TH STREET SAN FRANCISCO, CA 94103			Chief Operating Officer	

Signatures

/s/ E Lee Bendekgey

2/28/2020

**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.

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