

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|---|
| 1. Name and Address of Reporting Person* <u>Seelye Troy</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Information Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2021</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 | 04/15/2021 | | A | | 54,836 ⁽¹⁾ | A | \$0.00 | 91,585 | D | |
| Common Stock | 04/15/2021 | | F | | 6,231 ⁽²⁾ | D | \$3.41 | 85,354 | 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) | \$3.41 | 04/15/2021 | (3) | A | | 78,129 | | (3) | 04/15/2031 | Common Stock | 78,129 | \$0.00 | 78,129 | D | |

Explanation of Responses:

- Consists of 54,836 restricted stock units, 17,595 of which vested on the grant date and 9,310 of which will vest on May 15, 2022, with the remaining shares vesting in equal semi-annual installments through May 15, 2025, subject to the Reporting Person's continued service to the Issuer.
- Represents shares withheld by the Issuer to satisfy tax withholding obligations in connection with the release of 17,595 vested restricted stock units on April 15, 2021.
- This option represents the right to purchase 78,129 shares of the Issuer's common stock, 1,627 of which vested upon grant, with the remaining shares vesting in equal monthly installments through March 15, 2025, subject to the Reporting Person's continued service to the Issuer.

Remarks:

/s/ Will Pridgen, Attorney-in-Fact for Troy Seelye 04/19/2021

** 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 Number.