

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Athyrium Opportunities Fund (A) LP</u> _____ (Last) (First) (Middle) 325 N. SAINT PAUL STREET, SUITE 4900 _____ (Street) DALLAS TX 75201 _____ (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/14/2021	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price				
Common Stock	06/14/2021		P		8,097,166	A	\$2.47 ⁽¹⁾	36,396,907	I	See footnotes ⁽²⁾⁽³⁾	

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
Warrant ⁽⁴⁾	\$2.84	06/14/2021		P		8,097,166		06/14/2021	06/14/2026	Common Stock ⁽⁴⁾	8,097,166	\$2.47 ⁽¹⁾	8,097,166 ⁽⁴⁾	I	See footnotes ⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*
Athyrium Opportunities Fund (A) LP

 (Last) (First) (Middle)
 325 N. SAINT PAUL STREET, SUITE 4900

 (Street)
 DALLAS TX 75201

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Athyrium Opportunities 2020 LP

 (Last) (First) (Middle)
 505 FIFTH AVENUE, FLOOR 18

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Athyrium Opportunities III Acquisition 2 LP

 (Last) (First) (Middle)
 505 FIFTH AVENUE, FLOOR 18

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Athyrium Opportunities III Co-Invest 1 LP

 (Last) (First) (Middle)

505 FIFTH AVENUE, FLOOR 18

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates Co-Invest LLC](#)

(Last) (First) (Middle)

505 FIFTH AVENUE, FLOOR 18

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates III GP LLC](#)

(Last) (First) (Middle)

505 FIFTH AVENUE, FLOOR 18

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates III LP](#)

(Last) (First) (Middle)

505 FIFTH AVENUE, FLOOR 18

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Fund \(B\) LP](#)

(Last) (First) (Middle)

325 N. SAINT PAUL STREET, SUITE 4900

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates GP LLC](#)

(Last) (First) (Middle)

325 N. SAINT PAUL STREET, SUITE 4900

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Athyrium Opportunities Associates LP](#)

(Last) (First) (Middle)

325 N. SAINT PAUL STREET, SUITE 4900

(Street)

DALLAS TX 75201

(City) (State) (Zip)

Explanation of Responses:

1. The shares of the Issuer's common stock and the Warrant were purchased for \$2.47 per unit, with each unit consisting of one share of the Issuer's common stock and the right to buy an additional share of the Issuer's common stock for the exercise price specified in the Warrant.

