

Invitae Corp
 Form 3
 November 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|--|--|--|---|
| 1. Name and Address of Reporting Person * Â Stueland Katherine (Last) (First) (Middle) C/O INVITAE CORPORATION,Â 458 BRANNAN STREET (Street) SAN FRANCISCO,Â CAÂ 94107 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/04/2016 | 3. Issuer Name and Ticker or Trading Symbol Invitae Corp [NVTA] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Commercial Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,000 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Stock Option (right to buy) | Â <u>(2)</u> | 01/16/2024 | Common Stock | 7,333 | \$ 3.4202 | D | Â |
| Stock Option (right to buy) | Â <u>(3)</u> | 02/28/2024 | Common Stock | 833 | \$ 3.4214 | D | Â |
| Stock Option (right to buy) | Â <u>(4)</u> | 10/15/2024 | Common Stock | 4,666 | \$ 8.7012 | D | Â |
| Stock Option (right to buy) | Â <u>(5)</u> | 09/09/2025 | Common Stock | 30,000 | \$ 10.94 | D | Â |
| Stock Option (right to buy) | Â <u>(6)</u> | 03/31/2026 | Common Stock | 40,000 | \$ 10.23 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stueland Katherine C/O INVITAE CORPORATION 458 BRANNAN STREET SAN FRANCISCO, CA 94107 | Â | Â | Â Chief Commercial Officer | Â |

Signatures

/s/ Katherine Stueland 11/11/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Shares issuable upon settlement of a restricted stock unit award that vests over three years, with 1/3rd of the total award vesting on each anniversary of the grant date, September 9, 2015.
- (2) The option vests over four years as follows: 25% of the shares vest on January 16, 2015, and 1/48th of the shares vest each month thereafter for the remaining three years.
- (3) The option vests over four years as follows: 25% of the shares vest on February 28, 2015, and 1/48th of the shares vest each month thereafter for the remaining three years.
- (4) The option vests over four years as follows: 25% of the shares vest on October 15, 2015, and 1/48th of the shares vest each month thereafter for the remaining three years.
- (5) The option vests over four years as follows: 25% of the shares vest on September 9, 2016, and 1/48th of the shares vest each month thereafter for the remaining three years.
- (6) The option vests over four years as follows: 25% of the shares vest on March 31, 2017, and 1/48th of the shares vest each month thereafter for the remaining three years.

^

Remarks:

Exhibit^ List:^ ^ Exhibit^ 24^ -^ Power^ of^ Attorney

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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