

BAKER FELIX
Form 4
August 02, 2017

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
BAKER BROS. ADVISORS LP

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Invitae Corp [NVTA]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount (D) Price | | |

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

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 control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--------------------------------|------------------------------|------------------|------------|---|-----|------------------|-----------------|--------------|----------------------|
| | | | | (A) | (D) | | | | |
| Series A Convertible Preferred | (1) | 07/31/2017 | P | 349,760 | | 07/31/2017 | (2) | Common Stock | 349,760 |
| Series A Convertible Preferred | (1) | 07/31/2017 | P | 3,109,063 | | 07/31/2017 | (2) | Common Stock | 3,109,063 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER BROS. ADVISORS LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065 | | X | | |
| BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065 | | X | | |
| BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065 | | X | | |
| Baker Bros. Advisors (GP) LLC 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY New York | | X | | |

Signatures

| | |
|--|------------|
| BAKER BROS. ADVISORS LP Name Scott L. Lessing Title: President /s/Scott L. Lessing | 08/02/2017 |
| __Signature of Reporting Person | Date |
| /s/ Felix J. Baker | 08/02/2017 |
| __Signature of Reporting Person | Date |
| /s/ Julian C. Baker | 08/02/2017 |
| __Signature of Reporting Person | Date |
| BAKER BROS. ADVISORS (GP) LLC Name Scott L. Lessing Title: President /s/Scott L. Lessing | 08/02/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).

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On July 31, 2017, 667, L.P. ("667") and Baker Brothers Life Sciences, L.P. ("Life Sciences", and together with 667 and 14159, L.P., the "Funds") purchased 349,760 and 3,109,063 shares of Series A Convertible Preferred Stock ("Convertible Preferred"), respectively, of Invitae Corporation (the "Issuer") at a price of \$8.50 per share, pursuant to a private placement (the "Private Placement"). The

- (1) Convertible Preferred is a common stock equivalent with no voting rights and converts into shares of common stock of the Issuer at a conversion price equal to \$8.50 per share, subject to adjustment for events such as stock splits, stock dividends, reorganizations, recapitalizations and other events as provided for in the Certificate of Designation of the Convertible Preferred. The Private Placement is expected to close on August 3, 2017.
- (2) The shares of Convertible Preferred do not expire.

Baker Bros. Advisors LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power over the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds.

- (3) Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds
- (4) except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.