

Invitae Corp
Form SC 13G/A
February 11, 2019

SCHEDULE 13G

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Invitae Corporation

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

46185L103

(CUSIP Number)

January 31, 2019

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ **Rule 13d-1(b)**

☐ **Rule 13d-1(c)**

☐ **Rule 13d-1(d)**

***The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.**

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 46185L103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Baker Bros. Advisors LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ..
(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
4,885,553 (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

6 SHARED VOTING POWER
-0-
7 SOLE DISPOSITIVE POWER
4,885,553 (1)
8 SHARED DISPOSITIVE POWER
-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
4,885,553 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..
(See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
6.3% (1)(2)

TYPE OF REPORTING PERSON (See Instructions)

12IA, PN

(1) Includes 2,903,268 shares of Common Stock of Invitae Corporation (the "Issuer") underlying Convertible Preferred (as defined in Item 4) that are subject to the limitations on conversion described in Item 4.
Based on 74,617,232 shares of Common Stock of the Issuer outstanding as of November 2, 2018, as reported in the (2) Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC") on November 7, 2018 and 2,903,268 shares of Common Stock underlying Convertible Preferred (as defined in Item 4).

CUSIP No. 46185L103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Baker Bros. Advisors (GP) LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ..
(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
4,885,553 (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON **6 SHARED VOTING POWER**

-0-

SOLE DISPOSITIVE POWER

7
4,885,553 (1)

PERSON WITH SHARED DISPOSITIVE POWER

8
-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
4,885,553 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..
(See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
6.3% (1)(2)

TYPE OF REPORTING PERSON (See Instructions)

12 HC, OO

(1) Includes 2,903,268 shares of Common Stock of the Issuer underlying Convertible Preferred (as defined in Item 4) that are subject to the limitations on conversion described in Item 4.

Based on 74,617,232 shares of Common Stock of the Issuer outstanding as of November 2, 2018, as reported in the (2) Issuer's Form 10-Q filed with the SEC on November 7, 2018 and 2,903,268 shares of Common Stock underlying Convertible Preferred (as defined in Item 4).

CUSIP No. 46185L103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Felix J. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ..
(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States

SOLE VOTING POWER

5
4,885,553 (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON **6 SHARED VOTING POWER**

-0-

SOLE DISPOSITIVE POWER

7
4,885,553 (1)

PERSON WITH SHARED DISPOSITIVE POWER **8**
-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
4,885,553 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..
(See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
6.3% (1)(2)

TYPE OF REPORTING PERSON (See Instructions)

12 IN, HC

- (1) Includes 2,903,268 shares of Common Stock of the Issuer underlying Convertible Preferred (as defined in Item 4) that are subject to the limitations on conversion described in Item 4.
Based on 74,617,232 shares of Common Stock of the Issuer outstanding as of November 2, 2018, as reported in the
(2) Issuer's Form 10-Q filed with the SEC on November 7, 2018 and 2,903,268 shares of Common Stock underlying Convertible Preferred (as defined in Item 4).

CUSIP No. 46185L103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Julian C. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ..
(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States

SOLE VOTING POWER

5
4,885,553 (1)

NUMBER OF SHARED VOTING POWER

6
-0-

SOLE DISPOSITIVE POWER

7
4,885,553 (1)

SHARED DISPOSITIVE POWER

8
-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
4,885,553 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..
(See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
6.3% (1)(2)

TYPE OF REPORTING PERSON (See Instructions)

12 IN, HC

(1) Includes 2,903,268 shares of Common Stock of the Issuer underlying Convertible Preferred (as defined in Item 4) that are subject to the limitations on conversion described in Item 4.

Based on 74,617,232 shares of Common Stock of the Issuer outstanding as of November 2, 2018, as reported in the (2) Issuer's Form 10-Q filed with the SEC on November 7, 2018 and 2,903,268 shares of Common Stock underlying Convertible Preferred (as defined in Item 4).

Amendment No. 1 to Schedule 13G

This Amendment No. 1 to Schedule 13G amends the previously filed Schedule 13G filed by Baker Bros. Advisors LP (the “Adviser”), Baker Bros. Advisors (GP) LLC (the “Adviser GP”), Julian C. Baker and Felix J. Baker (collectively, the “Reporting Persons”). Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

Item 1(a) Name of Issuer:

Invitae Corporation

Item 1(b) Address of Issuer’s Principal Executive Offices:

1400 16th Street

San Francisco, California 94103

Item 2(a) Name of Person Filing:

This Amendment No. 1 is being filed jointly by the Reporting Persons.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The business address of each of the Reporting Persons is:

c/o Baker Bros. Advisors LP

860 Washington Street, 3rd Floor

New York, NY 10014

(212) 339-5690

Item 2(c) Citizenship:

The Adviser is a limited partnership organized under the laws of the State of Delaware. The Adviser GP is a limited liability company organized under the laws of the State of Delaware. The citizenship of each of Julian C. Baker and Felix J. Baker is the United States of America.

Item 2(d) Title of Class of Securities

Common Stock, \$0.0001 par value per share (“Common Stock”)

Item 2(e) CUSIP Number

46185L103

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.
- (b) ☐ Bank as defined in section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) ☒ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) ☒ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Items 5 through 9 and 11 of each of the cover pages to this Amendment No. 1 are incorporated herein reference. Set forth below is the aggregate number of shares of Common Stock of the Issuer directly held by each of the 667, L.P., Baker Brothers Life Sciences, L.P. and 14159, L.P. (collectively the "Funds"), which may be deemed to be indirectly beneficially owned by the Reporting Persons, as well as shares of Common Stock that may be acquired upon conversion of convertible preferred stock ("Convertible Preferred") a common stock equivalent with no voting rights, convertible into Common Stock on a 1 for 1 basis, subject to the limitation on exercise described below. The information set forth below is based upon 74,617,232 shares of Common Stock outstanding as of November 2, 2018, as reported on the Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC") on November 7, 2018 and 2,903,268 shares underlying Convertible Preferred. Such percentage figures are calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Name	Number of Shares of Common Stock we own or have the right to acquire within 60 days	Percent of Class Outstanding	
667, L.P.	492,593	0.6	%
Baker Brothers Life Sciences, L.P.	4,362,734	5.7	%
14159, L.P.	30,226	0.0	%
Total	4,885,553	6.3	%

The Convertible Preferred are only convertible to the extent that after giving effect to such exercise the holders thereof and their affiliates would beneficially own, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), no more than 9.99% of the outstanding shares of Common Stock of the Issuer ("Beneficial Ownership Limitation"). As a result of this restriction, the number of shares that may be issued upon conversion of the Convertible Preferred by the above holders may change depending upon changes in the outstanding shares of Common Stock. The number of shares issuable upon conversion of the Convertible Preferred held by any Reporting Person affiliate will also depend upon the extent to which the Convertible Preferred, as the case may be, held by other affiliates have theretofore been converted as applicable. By written notice to the Issuer, the Funds may increase or decrease the Beneficial Ownership Limitation applicable to that Fund. Any such waiver will not be effective until the 61st day after such notice is delivered to the Issuer.

Pursuant to the management agreements, as amended, among the Adviser, the Funds and their respective general partners, the Funds' respective general partners relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds, and thus the Adviser has complete and unlimited discretion and authority with respect to the Funds' investments and voting power over investments.

The Adviser GP, Felix J. Baker and Julian C. Baker as managing members of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer directly held by the Funds, and may be deemed to have the sole power to vote or direct the vote of and the power to dispose or direct the disposition of such securities.

The Reporting Persons disclaim beneficial ownership of the securities held by each of the Funds, and this Amendment No. 1 shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 13(d) or for any other purpose.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ". N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The information in Item 4 is incorporated herein by reference.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

The information in Item 4 is incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2019

**BAKER BROS.
ADVISORS LP**

Baker Bros. Advisors
By: (GP) LLC, its general
partner

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

**BAKER BROS.
ADVISORS (GP) LLC**

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

/s/ Julian C. Baker
Julian C. Baker

/s/ Felix J. Baker
Felix J. Baker