



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

August 6, 2019

Via E-mail

Steve Chapman  
Chief Executive Officer  
Natera, Inc.  
201 Industrial Road, Suite 410  
San Carlos, CA 94070

**Re: Natera, Inc.  
Form 10-Q  
Exhibit No. 10.3  
Filed May 10, 2019  
File No. 001-37478**

Dear Mr. Chapman:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance