



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

DIVISION OF  
CORPORATION FINANCE

February 18, 2020

Michael Brophy  
Chief Financial Officer  
NATERA, INC.  
201 Industrial Rd, Suite 410  
San Carlos, CA 94010

**Re: NATERA, INC.  
Form 10-Q for the quarter ended September 30, 2019  
Exhibit No. 10.1 – Third Amendment to Credit Agreement  
Exhibit 10.2 – Third Amendment to Application Service Provider Agreement  
Filed November 8, 2019  
File No. 001-37478**

Dear Mr. Brophy:

We have concluded our assessment of your redacted exhibits 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