

NanoString Technologies Inc
 Form 4
 July 01, 2013

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 *
WAITE CHARLES P JR

2. Issuer Name and Ticker or Trading Symbol
NanoString Technologies Inc [NSTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

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

C/O OVP VENTURE PARTNERS, 1616 EASTLAKE AVE. E., SUITE 208

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SEATTLE, WA 98102

(City) (State) (Zip)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/01/2013		C		364,585 (1)	A	(1) 364,585	I	See footnote (2) (3)
Common Stock	07/01/2013		C		357,145 (4)	A	(4) 721,730	I	See footnote (3) (5)
Common Stock	07/01/2013		C		710,228 (6)	A	(6) 1,431,958	I	See footnote (3) (7)

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Common Stock	07/01/2013	C	517,022 (6) (8)	A	(6)	1,948,980	I	See footnote (3)
Common Stock	07/01/2013	C	94,449 (6) (9)	A	(6)	2,043,429	I	See footnote (3)
Common Stock	07/01/2013	A	51,438 (10)	A	\$ 10	2,094,867	I	See footnote (11)

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series A Preferred Stock	(1)	07/01/2013		C	364,585 (2)	(1) (1)	Common Stock 364,585
Series B Preferred Stock	(4)	07/01/2013		C	357,145 (5)	(4) (4)	Common Stock 357,145
Series C Preferred Stock	(6)	07/01/2013		C	710,228 (7)	(6) (6)	Common Stock 710,228
Series D Preferred Stock	(6)	07/01/2013		C	517,022 (8)	(6) (6)	Common Stock 517,022
Series E Preferred Stock	(6)	07/01/2013		C	94,449 (9)	(6) (6)	Common Stock 94,449
Series D Preferred Warrant	\$ 8.45	07/01/2013		C	103,404 (8)	(12) 11/01/2018	Common Stock 103,404

(Right to Buy)

Common Stock

Warrant	\$ 8.45	07/01/2013		C	103,404 (8)	(12)	11/01/2018	Common Stock	103,404
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAITE CHARLES P JR C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102	X	X		

Signatures

/s/ Barbara Mery,
Attorney-in-fact

07/01/2013

 **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).
- (1) Reflects the automatic conversion of each share of Series A Preferred Stock into 1.4030303030303 shares of Common Stock to occur upon the closing of the Issuer's initial public offering. Each share had no expiration date.
- (2) 357,293 of these shares are owned by OVP Venture Partners VI, L.P., and 7,293 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
- (3) OVMC VI, LLC serves as the general partner of OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P. Charles P. Waite, Jr. is a managing member of OVMC VI LLC and shares voting and investment power over the shares held by OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P. Mr. Waite, the other managing members of OVMC VI, LLC, and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.
- (4) Reflects the automatic conversion of each share of Series B Preferred Stock into 1.55942857142857 shares of Common Stock to occur upon the closing of the Issuer's initial public offering. Each share had no expiration date.
- (5) 350,001 of these shares are owned by OVP Venture Partners VI, L.P., and 7,144 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
- (6) The Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (7) 705,256 of these shares are owned by OVP Venture Partners VI, L.P., and 4,972 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
- (8) These shares are owned by OVP Venture Partners VII, L.P.
- (9) 93,504 of these shares are owned by OVP Venture Partners VII, L.P., and 945 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- (10) 50,410 of these shares are owned by OVP Venture Partners VII, L.P., and 1,028 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

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- OVMC VII, LLC serves as the general partner of OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P. Charles P. Waite, Jr. is a managing member of OVMC VII LLC and shares voting and investment power over the shares held by OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P. Mr. Waite, the other managing members of OVMC VII, LLC, and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.
- (11)
- (12) The Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock.

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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