

NanoString Technologies Inc
Form 3
June 25, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â COWENS J WAYNE (Last) (First) (Middle) 530 FAIRVIEW AVENUE N.,Â SUITE 2000 (Street) SEATTLE,Â WAÂ 98109 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/25/2013	3. Issuer Name and Ticker or Trading Symbol NanoString Technologies Inc [NSTG]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) Chief Medical Officer	5. 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	32,196 ⁽¹⁾	I	By wife ⁽²⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (3)	01/09/2023	Common Stock	14,999 (1) \$ 6.72		D	Â
Stock Option (Right to Buy)	Â (4)	02/15/2021	Common Stock	36,676 (1) \$ 2.24		D	Â
Stock Option (Right to Buy)	Â (5)	02/28/2022	Common Stock	19,939 (1) \$ 1.92		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWENS J WAYNE 530 FAIRVIEW AVENUE N. SUITE 2000 SEATTLE, WA 98109	Â	Â	Â Chief Medical Officer	Â

Signatures

/s/ Barbara Mery,
Attorney-in-fact

06/25/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 a 1-for-32 reverse stock split of the Issuer's outstanding shares effected June 12, 2013.

(2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) The option is subject to an early exercise provision and is immediately exercisable. 1/48th of the shares subject to such Option vest on each monthly anniversary of January 10, 2013.

(4) The option is subject to an early exercise provision and is immediately exercisable. 25% of the shares subject to the Option vested on the one year anniversary of February 1, 2011 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Vesting Commencement Date.

(5) The option is subject to an early exercise provision and is immediately exercisable. 10% of the shares subject to the Option vested on March 1, 2012 (the "Vesting Commencement Date"), and thereafter 1/48th of the remaining shares subject to the Option vest on each monthly anniversary of the Vesting Commencement Date.

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.