NanoString Technologies Inc Form 4

June 13, 2014

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* WAITE CHARLES P JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

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response...

Symbol

NanoString Technologies Inc

[NSTG]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

\_X\_\_ Director \_X\_\_ 10% Owner \_\_ Other (specify Officer (give title

(Check all applicable)

(Month/Day/Year)

06/11/2014

C/O OVP VENTURE

PARTNERS, 1616 EASTLAKE

AVE. E., SUITE 208

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### SEATTLE, WA 98102

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/11/2014		S	35,343	` '	\$ 15.124 (1)	1,899,524 (2)	I	See footnotes (3)
Common Stock	06/11/2014		S	19,123	D	\$ 15.124 (1)	1,880,401 (4)	I	See footnotes (3)
Common Stock	06/11/2014		S	484	D	\$ 15.124 (1)	1,879,917 (5)	I	See footnotes (3)

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Common Stock	06/11/2014	S	50	D	\$ 15.124 (1)	1,879,867 <u>(6)</u>	I	See footnotes (3)
Common Stock	06/12/2014	S	20,406	D	\$ 15.1052 (7)	1,859,461 (8)	I	See footnotes (3)
Common Stock	06/12/2014	S	11,041	D	\$ 15.1052 <u>(7)</u>	1,848,420 (9)	I	See footnotes (3)
Common Stock	06/12/2014	S	279	D	\$ 15.1052 <u>(7)</u>	1,848,141 (10)	I	See footnotes (3)
Common Stock	06/12/2014	S	29	D	\$ 15.1052 <u>(7)</u>	1,848,112 (11)	I	See footnotes (3)
Common Stock	06/13/2014	S	51,408	D	\$ 15.0309 (12)	1,796,704 (13)	I	See footnotes (3)
Common Stock	06/13/2014	S	27,816	D	\$ 15.0309 (12)	1,768,888 (14)	I	See footnotes (3)
Common Stock	06/13/2014	S	704	D	\$ 15.0309 (12)	1,768,184 (15)	I	See footnotes (3)
Common Stock	06/13/2014	S	72	D	\$ 15.0309 (12)	1,768,112 (16)	I	See footnotes (3)

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security			Acquired				Follo	
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

Date Expiration or Number of Shares

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WAITE CHARLES P JR

C/O OVP VENTURE PARTNERS
1616 EASTLAKE AVE. E., SUITE 208
SEATTLE, WA 98102

### **Signatures**

/s/ Barbara A. Mery, Attorney-in-fact

06/13/2014

\*\*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).
- The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$15.04 to \$15.25, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- 1,274,391 of these shares are owned by OVP Venture Partners VI, L.P., 18,000 of these shares are owned by OVP VI Entrepreneurs
   Fund, L.P., 605,304 of these shares are owned by OVP Venture Partners VII, L.P., and 1,829 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
  - 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. Charles P. Waite, Jr. is also a managing member of OVMC VII, LLC, the
- (3) general partner of OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P., 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 VI, LLC and 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.
- 1,274,391 of these shares are owned by OVP Venture Partners VI, L.P., 18,000 of these shares are owned by OVP VI Entrepreneurs
   Fund, L.P., 586,181 of these shares are owned by OVP Venture Partners VII, L.P., and 1,829 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,274,391 of these shares are owned by OVP Venture Partners VI, L.P., 17,516 of these shares are owned by OVP VI Entrepreneurs
   Fund, L.P., 586,181 of these shares are owned by OVP Venture Partners VII, L.P., and 1,829 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,274,391 of these shares are owned by OVP Venture Partners VI, L.P., 17,516 of these shares are owned by OVP VI Entrepreneurs
   Fund, L.P., 586,181 of these shares are owned by OVP Venture Partners VII, L.P., and 1,779 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$15.0101 to \$15.31, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

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- 1,253,985 of these shares are owned by OVP Venture Partners VI, L.P., 17,516 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 586,181 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,253,985 of these shares are owned by OVP Venture Partners VI, L.P., 17,516 of these shares are owned by OVP VI Entrepreneurs (9) Fund, L.P., 575,140 of these shares are owned by OVP VII Entrepreneurs Fund, L.P. Entrepreneurs Fund, L.P.
- 1,253,985 of these shares are owned by OVP Venture Partners VI, L.P., 17,237 of these shares are owned by OVP VI Entrepreneurs (10) Fund, L.P., 575,140 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,253,985 of these shares are owned by OVP Venture Partners VI, L.P., 17,237 of these shares are owned by OVP VI Entrepreneurs (11) Fund, L.P., 575,140 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$15.01 to \$15.465, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- 1,202,577 of these shares are owned by OVP Venture Partners VI, L.P., 17,237 of these shares are owned by OVP VI Entrepreneurs (13) Fund, L.P., 575,140 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,202,577 of these shares are owned by OVP Venture Partners VI, L.P., 17,237 of these shares are held by OVP VI Entrepreneurs Fund, (14) L.P., 547,324 of these shares are owned by OVP Venture Partners VII, L.P., and 1,750 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,202,577 of these shares are owned by OVP Venture Partners VI, L.P., 16,533 of these shares are held by OVP VI Entrepreneurs Fund, (15) L.P., 547,324 of these shares are owned by OVP Venture Partners VII, L.P., and 1,750 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,202,577 of these shares are owned by OVP Venture Partners VI, L.P., 16,533 of these shares are owned by OVP VI Entrepreneurs (16) Fund, L.P., 547,324 of these shares are owned by OVP Venture Partners VII, L.P., and 1,678 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

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.