

NanoString Technologies Inc
Form 4
February 08, 2017

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON JAMES A

(Last) (First) (Middle)

530 FAIRVIEW AVENUE N.

(Street)

SEATTLE, WA 98109

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	02/06/2017		M		3,333	A	11	8,422	D
Common Stock	02/06/2017		F		1,089 (2)	D	\$ 18.8	7,333	D

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

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(9-02)

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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 or Number of Shares
Restricted Stock Units	(1)	02/06/2017		M	3,333	(3) (3)	Common Stock 3,333
Restricted Stock Units	(4)	02/06/2017		A	10,000	(5) (5)	Common Stock 10,000
Stock Option (right to buy)	\$ 18.8	02/06/2017		A	20,000	(6) 02/05/2027	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON JAMES A 530 FAIRVIEW AVENUE N. SEATTLE, WA 98109	Chief Financial Officer

Signatures

/s/ Shannon Atchison,
Attorney-in-Fact 02/08/2017

____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) Restricted stock units ("RSUs") convert into Common Stock on a one-for-one basis.
- (2) The reported shares were withheld to cover the reporting person's tax liability in connection with the vesting of RSUs. These shares were not issued to or sold by the reporting person.
- (3) On February 3, 2016, the reporting person was granted 10,000 RSUs, vesting in three equal installments beginning on the first market trading day following the first anniversary of the grant date.
- (4) Each RSU represents a contingent right to receive one (1) share of Issuer's common stock.
- (5) 1/3 of the RSUs vest on the first market trading day following the first anniversary of March 6, 2017 (the "RSU Vesting Commencement Date"), and 1/3 of the RSUs vest annually each year on the first market trading day after the second and third anniversary of the RSU

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Vesting Commencement Date, in each case, subject to Participant's continuing to be a Service Provider (as defined in the 2013 Equity Incentive Plan) through each such date.

The shares subject to this option shall vest at a rate of 1/48th of the total number of shares vest on the one-month anniversary of February 6, 2017 (the "Option Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Option

- (6) Vesting Commencement Date thereafter (and if there is no corresponding day, on the last day of the month) for so long as the recipient of the option remains a "Service Provider" (as defined in the 2013 Plan) of the Company, such that the total number of shares shall be fully vested on the four-year anniversary of the Option 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.

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