NanoString Technologies Inc

Form 4 June 10, 2014

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations SECURITIES

SECURITIES

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obligations may continue. See Instruction

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 3p01130... 0.

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

Symbol

06/06/2014

NanoString Technologies Inc [NSTG]

(Check all applicable)

(Last)

(First)

(Street)

(Middle)

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

_X__ Director ___ ___ Officer (give title ___

X 10% Owner ___ Other (specify

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) 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. Securit ord Dispos (Instr. 3, 4)	ed of (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	06/06/2014		S	35,223	D	\$ 15.5276 (1)	2,059,644 (2)	I	See footnotes (3)	
Common Stock	06/06/2014		S	3,333	D	\$ 16.0136 (4)	2,056,311 (5)	I	See footnotes (3)	
Common Stock	06/06/2014		S	19,059	D	\$ 15.5276 (1)	2,037,252 (6)	I	See footnotes (3)	

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Common Stock	06/06/2014	S	1,803	D	\$ 16.0136 (4)	2,035,449 (7)	I	See footnotes (3)
Common Stock	06/06/2014	S	482	D	\$ 15.5276	2,034,967 (8)	I	See footnotes (3)
Common Stock	06/06/2014	S	46	D	\$ 16.0136 (4)	2,034,921 (9)	I	See footnotes (3)
Common Stock	06/06/2014	S	49	D	\$ 15.5276 (1)	2,034,872 (10)	I	See footnotes (3)
Common Stock	06/06/2014	S	5	D	\$ 16.0136 (4)	2,034,867 (11)	I	See footnotes (3)
Common Stock	06/09/2014	S	32,130	D	\$ 15.5555 (12)	2,002,737 (13)	I	See footnotes (3)
Common Stock	06/09/2014	S	17,385	D	\$ 15.5555 (12)	1,985,352 (14)	I	See footnotes (3)
Common Stock	06/09/2014	S	440	D	\$ 15.5555 (12)	1,984,912 (15)	I	See footnotes (3)
Common Stock	06/09/2014	S	45	D	\$ 15.5555 (12)	1,984,867 (16)	I	See footnotes (3)
Common Stock	06/10/2014	S	32,130	D	\$ 15.3103 (17)	1,952,737 (18)	I	See footnotes (3)
Common Stock	06/10/2014	S	17,385	D	\$ 15.3103 (17)	1,935,352 (19)	I	See footnotes (3)
Common Stock	06/10/2014	S	440	D	\$ 15.3103 (17)	1,934,912 (20)	I	See footnotes (3)
Common Stock	06/10/2014	S	45	D	\$ 15.3103 (17)	1,934,867 (21)	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)

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number.

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 Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(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)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
2	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 A. Mery, Attorney-in-fact 06/10/2014

**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 \$15.20 to \$15.99, 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.
- 1,377,327 of these shares are owned by OVP Venture Partners VI, L.P., 19,408 of these shares are owned by OVP VI Entrepreneurs (2) Fund, L.P., 660,936 of these shares are owned by OVP VII 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. Charles P. Waite, Jr. is also a managing member of OVMC VII, LLC, the 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

Reporting Owners 3

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except to the extent of any pecuniary interest therein.

- 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 \$16.00 to \$16.41, 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.
- 1,373,994 of these shares are owned by OVP Venture Partners VI, L.P., 19,408 of these shares are owned by OVP VI Entrepreneurs

 (5) Fund, L.P., 660,936 of these shares are owned by OVP Venture Partners VII, L.P., and 1,973 of these shares are owned by OVP VII

 Entrepreneurs Fund, L.P.
- 1,373,994 of these shares are owned by OVP Venture Partners VI, L.P., 19,408 of these shares are held by OVP VI Entrepreneurs Fund,
 L.P., 641,877 of these shares are owned by OVP Venture Partners VII, L.P., and 1,973 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,373,994 of these shares are owned by OVP Venture Partners VI, L.P., 19,408 of these shares are held by OVP VI Entrepreneurs Fund, L.P., 640,074 of these shares are owned by OVP VII Entrepreneurs Fund, L.P. Entrepreneurs Fund, L.P.
- 1,373,994 of these shares are owned by OVP Venture Partners VI, L.P., 18,926 of these shares are held by OVP VI Entrepreneurs Fund, L.P., 640,074 of these shares are owned by OVP Venture Partners VII, L.P., and 1,973 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,373,994 of these shares are owned by OVP Venture Partners VI, L.P., 18,880 of these shares are held by OVP VI Entrepreneurs Fund, (9) L.P., 640,074 of these shares are owned by OVP Venture Partners VII, L.P., and 1,973 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,373,994 of these shares are owned by OVP Venture Partners VI, L.P., 18,880 of these shares are held by OVP VI Entrepreneurs Fund, (10) L.P., 640,074 of these shares are owned by OVP Venture Partners VII, L.P., and 1,924 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,373,994 of these shares are owned by OVP Venture Partners VI, L.P., 18,880 of these shares are held by OVP VI Entrepreneurs Fund, (11) L.P., 640,074 of these shares are owned by OVP Venture Partners VII, L.P., and 1,919 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 \$15.335 to \$15.74, 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.
- 1,341,864 of these shares are owned by OVP Venture Partners VI, L.P., 18,880 of these shares are owned by OVP VI Entrepreneurs (13) Fund, L.P., 640,074 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,341,864 of these shares are owned by OVP Venture Partners VI, L.P., 18,880 of these shares are owned by OVP VI Entrepreneurs (14) Fund, L.P., 622,689 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,341,864 of these shares are owned by OVP Venture Partners VI, L.P., 18,440 of these shares are owned by OVP VI Entrepreneurs (15) Fund, L.P., 622,689 of these shares are owned by OVP Venture Partners VII, L.P., and 1,919 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,341,864 of these shares are owned by OVP Venture Partners VI, L.P., 18,440 of these shares are owned by OVP VI Entrepreneurs (16) Fund, L.P., 622,689 of these shares are owned by OVP Venture Partners VII, L.P., and 1,874 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 \$15.20 to \$15.7350, 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.
- 1,309,734 of these shares are owned by OVP Venture Partners VI, L.P., 18,440 of these shares are owned by OVP VI Entrepreneurs (18) Fund, L.P., 622,689 of these shares are owned by OVP Venture Partners VII, L.P., and 1,874 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- 1,309,734 of these shares are owned by OVP Venture Partners VI, L.P., 18,440 of these shares are owned by OVP VI Entrepreneurs (19) Fund, L.P., 605,304 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

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- 1,309,734 of these shares are owned by OVP Venture Partners VI, L.P., 18,000 of these shares are owned by OVP VI Entrepreneurs (20) Fund, L.P., 605,304 of these shares are owned by OVP Venture Partners VII, L.P., and 1,874 of these shares are owned by OVP VII
- Entrepreneurs Fund, L.P.
- 1,309,734 of these shares are owned by OVP Venture Partners VI, L.P., 18,000 of these shares are owned by OVP VI Entrepreneurs (21) 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.

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.