NanoString Technologies Inc Form 4

November 17, 2014

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.

1(b).

See Instruction

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

2. Issuer Name and Ticker or Trading

NanoString Technologies Inc

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person *

WAITE CHARLES P JR

(Last) (First) (Middle)

C/O OVP VENTURE PARTNERS, 1616 EASTLAKE

AVE. E., SUITE 208

SEATTLE, WA 98102

(Street)

4. If Amendment, Date Original

Symbol

[NSTG]

(Month/Day/Year)

11/13/2014

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

_X__ Director 10% Owner Officer (give title _ Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(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. Transactic Code (Instr. 8)	4. Securit	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	11/13/2014		S	12,377	D	\$	1,539,735 (2)	I (3)	See footnotes
Common Stock	11/14/2014		S	2,255	D	\$ 12.2722 (4)	1,537,480 (5)	I (3)	See footnotes

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control 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 Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(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)						
									A 4		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date		Number		
				~	<i>(</i> 1)				of		
				Code V	(A) (D)				Shares		

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

Signatures

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

11/17/2014

**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 \$12.14 to \$12.42, 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.
- 1,063,775 of these shares are owned by OVP Venture Partners VI, L.P., 2,255 of these shares are owned by OVP VI Entrepreneurs Fund,
 (2) L.P., 472,221 of these shares are owned by OVP Venture Partners VII, L.P., and 1,484 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

Reporting Owners 2

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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.

- 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 \$12.25 to \$12.35, 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.
- 1,063,775 of these shares are owned by OVP Venture Partners VI, L.P., no shares are owned by OVP VI Entrepreneurs Fund, L.P., (5) 472,221 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.