NanoString Technologies Inc Form 3 June 25, 2013

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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 \*

RIORDAN GARY S

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/25/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol NanoString Technologies Inc [NSTG]

5. If Amendment, Date Original

(Check all applicable)

VP, Quality & Reg. Affairs

530 FAIRVIEW AVENUE

N., SUITE 2000

(Street)

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

Director \_X\_\_ Officer (give title below) (specify below)

10% Owner Other

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, WAÂ 98109

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date

Title

Amount or Number of Shares

Derivative Security

Direct (D) or Indirect (I)

(Instr. 5)

Stock Option (Right to Common (1) 02/28/2023  $23,436^{(2)}$  \$ 6.72 Â D Buy)

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

RIORDAN GARY S 530 FAIRVIEW AVENUE N. Â **SUITE 2000** SEATTLE, WAÂ 98109

Â VP, Quality & Reg. Affairs Â

#### **Signatures**

/s/ Barbara Mery, 06/25/2013 Attorney-in-fact

\*\*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).

This option is subject to an early exercise provision and is immediately exercisable. 25% of the shares subject to the Option shall vest on

(1) the one year anniversary of February 1, 2013 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option shall vest on each monthly anniversary of the Vesting Commencement Date.

(2) Reflects a 1-for-32 reverse stock split of the Issuer's outstanding shares effected June 12, 2013.

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.

Reporting Owners 2