

NanoString Technologies Inc
Form 4
September 04, 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
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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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**

(Street)

SEATTLE, WA 98102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/02/2014		S		3,213	D	\$ 11.483 ⁽¹⁾	1,715,841 ⁽²⁾	I ⁽³⁾ See footnotes
Common Stock	09/02/2014		S		1,739	D	\$ 11.483 ⁽¹⁾	1,714,102 ⁽⁴⁾	I ⁽³⁾ See footnotes
Common Stock	09/02/2014		S		44	D	\$ 11.483 ⁽¹⁾	1,714,058 ⁽⁵⁾	I ⁽³⁾ See footnotes
Common Stock	09/02/2014		S		4	D	\$ 11.483 ⁽¹⁾	1,714,054 ⁽⁶⁾	I ⁽³⁾ See footnotes
	09/03/2014		S		19,278	D		1,694,776 ⁽⁸⁾	I ⁽³⁾

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Common Stock					\$ 11.0936 (7)			See footnotes
Common Stock	09/03/2014	S	10,431	D	\$ 11.0936 (7)	1,684,345 (9)	I (3)	See footnotes
Common Stock	09/03/2014	S	264	D	\$ 11.0936 (7)	1,684,081 (10)	I (3)	See footnotes
Common Stock	09/03/2014	S	27	D	\$ 11.0936 (7)	1,684,054 (11)	I (3)	See footnotes

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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)						

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	X		

Signatures

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

09/04/2014

__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).

(1) 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 \$11.43 to \$11.60, 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.

(2) 1,167,839 of these shares are owned by OVP Venture Partners VI, L.P., 16,102 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 530,267 of these shares are owned by OVP Venture Partners VII, L.P., and 1,633 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 except to the extent of any pecuniary interest therein.

(4) 1,167,839 of these shares are owned by OVP Venture Partners VI, L.P., 16,102 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 528,528 of these shares are owned by OVP Venture Partners VII, L.P., and 1,633 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(5) 1,167,839 of these shares are owned by OVP Venture Partners VI, L.P., 16,058 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 528,528 of these shares are owned by OVP Venture Partners VII, L.P., and 1,633 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(6) 1,167,839 of these shares are owned by OVP Venture Partners VI, L.P., 16,058 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 528,528 of these shares are owned by OVP Venture Partners VII, L.P., and 1,629 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(7) 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 \$11.055 to \$11.50, 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.

(8) 1,148,561 of these shares are owned by OVP Venture Partners VI, L.P., 16,058 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 528,528 of these shares are owned by OVP Venture Partners VII, L.P., and 1,629 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(9) 1,148,561 of these shares are owned by OVP Venture Partners VI, L.P., 16,058 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 518,097 of these shares are owned by OVP Venture Partners VII, L.P., and 1,629 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(10) 1,148,561 of these shares are owned by OVP Venture Partners VI, L.P., 15,794 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 518,097 of these shares are owned by OVP Venture Partners VII, L.P., and 1,629 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(11) 1,148,561 of these shares are owned by OVP Venture Partners VI, L.P., 15,794 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 518,097 of these shares are owned by OVP Venture Partners VII, L.P., and 1,602 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

Remarks:

Following the sales being reported on this Form 4, the Reporting Person is no longer a 10% owner.

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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