

NanoString Technologies Inc
 Form 4
 March 03, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAUNDERS BARNEY

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 530 FAIRVIEW AVENUE
 N., SUITE 2000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Sales & Marketing

SEATTLE, WA 98109

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

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

(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. 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 ⁽¹⁾	03/01/2016 ⁽²⁾		A		919 ⁽³⁾	A	\$ 9.52
					5,020	D	

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)

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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. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUNDERS BARNEY 530 FAIRVIEW AVENUE N. SUITE 2000 SEATTLE, WA 98109			SVP, Sales & Marketing	

Signatures

/s/ Barbara A. Mery, 03/03/2016
 Attorney-in-fact Date

__Signature of Reporting Person

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 reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the NanoString Technologies, Inc. Employee Stock Purchase Plan ("ESPP"), for the ESPP Purchase Period (as defined in the ESPP) of September 2, 2015 through March 1, 2016. This transaction is also exempt under Rule 16b-3(c).
- (1) The Purchase Period ended on March 1, 2016 and is the second of two Purchase Periods comprising the Offering Period (as defined in the ESPP) that began on March 2, 2015 (the "Enrollment Date").
 - (2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on the Enrollment Date.

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. " valign="top" rowspan="2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">11. Nature of Indirect Beneficial Ownership (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

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

El-Hibri Fuad
2273 RESEARCH BLVD, SUITE 400 X X CEO & Chairman
ROCKVILLE, MD 20850

Signatures

/s/ Carl A. Valenstein,
attorney-in-fact

08/03/2009

**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 shares reported on this line were acquired by a distribution from Intervac, L.L.C.

These shares are held in a trust for the benefit of a child of the reporting person. The reporting person is trustee of this trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(3) Mr. El-Hibri holds, individually and with his wife, as tenants by the entirety, an aggregate of 38.0276% equity interest in Intervac, L.L.C. After the distribution by Intervac, L.L.C. to Mr. El-Hibri and other members of Intervac, L.L.C. of 500,000 shares of Common Stock, as reported on this Form 4, Intervac, L.L.C. is the direct owner of 7,181,835 shares of Common Stock. Mr. El-Hibri disclaims beneficial ownership of the shares of Common Stock directly owned by Intervac, L.L.C. for purposes of Section 16, except to the extent of his pecuniary interest therein in 2,731,079 shares.

(4) Mr. El-Hibri is the holder of a 40.17% (567,582.3 units) equity interest in BioPharm, L.L.C. BioPharm, L.L.C. is the direct owner of 2,965,043 shares of Common Stock. Mr El-Hibri disclaims beneficial ownership of these shares for purposes of Section 16, except to the extent of his pecuniary interest in 1,191,057 shares.

(5) Mr. El-Hibri holds with his wife, as tenants by the entirety, a 89.2% equity interest in BioVac, L.L.C. BioVac, L.L.C. is the direct owner of 1,599,155 shares of Common Stock. Mr. El-Hibri disclaims beneficial ownership of these shares for purposes of Section 16, except to the extent of his pecuniary interest in 1,426,446 shares.

(6) Mr. El-Hibri holds with his wife, as tenants by the entirety, a 31.11% equity interest in Intervac Management, L.L.C. Intervac Management, L.L.C. is the direct owner of 15,000 shares of Common Stock. Mr. El-Hibri disclaims beneficial ownership of these shares for purposes of Section 16, except to the extent of his pecuniary interest in 4,666 shares and his right to receive a preferred return upon the liquidation of Intervac Management, L.L.C.

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