

NanoString Technologies Inc
 Form 4
 July 01, 2013

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 *
FONSTAD JENNIFER SCOTT

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

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

**C/O DRAPER FISHER
 JURVETSON, 2882 SAND HILL
 ROAD, SUITE 150**

(Street)

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

MENLO PARK, CA 94025

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/01/2013		C		364,583 <u>(1)</u> <u>(2)</u>	A	<u>(1)</u> 364,583	I	See footnotes <u>(3)</u> <u>(4)</u>
Common Stock	07/01/2013		C		357,145 <u>(5)</u> <u>(6)</u>	A	<u>(5)</u> 721,728	I	See footnotes <u>(3)</u> <u>(4)</u>
Common Stock	07/01/2013		C		514,916 <u>(7)</u> <u>(8)</u>	A	<u>(7)</u> 1,236,644	I	See footnotes <u>(3)</u> <u>(4)</u>

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Common Stock	07/01/2013	C	446,504 <u>(7)</u> <u>(9)</u>	A	<u>(7)</u>	1,683,149	I	See footnotes <u>(3)</u> <u>(4)</u>
Common Stock	07/01/2013	C	81,566 <u>(7)</u> <u>(10)</u>	A	<u>(7)</u>	1,764,714	I	See footnotes <u>(3)</u> <u>(4)</u>
Common Stock	07/01/2013	A	10,000 <u>(11)</u>	A	\$ 10	1,774,714	I	See footnotes <u>(3)</u> <u>(4)</u>
Common Stock	07/01/2013	A	3,000	A	\$ 10	3,000	D	

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series A Preferred Stock	<u>(1)</u>	07/01/2013		C	V 364,583 <u>(1)</u> <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	364,583
Series B Preferred Stock	<u>(5)</u>	07/01/2013		C	V 357,145 <u>(5)</u> <u>(6)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	357,145
Series C Preferred Stock	<u>(7)</u>	07/01/2013		C	V 514,916 <u>(7)</u> <u>(8)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	514,916
Series D Preferred Stock	<u>(7)</u>	07/01/2013		C	V 446,504 <u>(7)</u> <u>(9)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	446,504
Series E Preferred Stock	<u>(7)</u>	07/01/2013		C	V 81,566 <u>(7)</u> <u>(10)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	81,566
Series D Preferred	\$ 8.45	07/01/2013		C	V 89,296 <u>(12)</u> <u>(13)</u>	<u>(12)</u>	11/01/2018	Common Stock	89,296

Warrant
(Right to
Buy)

Common
Stock

Warrant	\$ 8.45	07/01/2013	C	89,296 <u>(12)</u> <u>(13)</u>	<u>(12)</u>	11/01/2018	Common Stock	89
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FONSTAD JENNIFER SCOTT C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Barbara Mery,
Attorney-in-fact

07/01/2013

__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) Reflects the automatic conversion of each share of Series A Preferred Stock into 1.4030303030303 shares of Common Stock to occur upon the closing of the Issuer's initial public offering. Each share had no expiration date.
 - (2) 9,480 of these shares are owned by Draper Associates, L.P., 349,999 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 5,104 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.

Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson are Managing Directors of the general partner entities of Draper Fisher Jurvetson Fund VII, L.P. ("Fund VII") that directly hold shares and as such, they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners VII, LLC ("Partners VII") invests lockstep alongside Fund VII. The Managing Partners of Partners VII are Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson. Draper Associates, L.P. ("DALP") invests lockstep alongside Fund VII. The General Partners of DALP is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. Draper Associates Riskmasters Fund, LLC ("DARF") and Draper Associates Riskmasters Fund II, LLC ("DARF II") invest lockstep alongside Fund VII, instead and in place of DALP beginning June 2010. The Managing Member of DARF and DARF II is Timothy C. Draper.
 - (3) These individuals disclaim beneficial ownership with respect to such shares except to the extent of their pecuniary interest therein.
 - (4) Reflects the automatic conversion of each share of Series B Preferred Stock into 1.55942857142857 shares of Common Stock to occur upon the closing of the Issuer's initial public offering. Each share had no expiration date.
 - (5) 9,286 of these shares are owned by Draper Associates, L.P., 342,858 shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 5,001 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
 - (6) The Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
 - (7) 13,388 of these shares are owned by Draper Associates, L.P., 494,319 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 7,209 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
 - (8)

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- 9,621 of these shares are owned by Draper Associates Riskmasters Fund II, LLC, 1,989 of these shares are owned by Draper Associates Riskmasters Fund, LLC, 428,643 of the shares are owned by Draper Fisher Jurvetson Fund II, L.P., and 6,251 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
- (9)
- 2,121 of these shares are owned by Draper Associates Riskmasters Fund II, LLC, 78,303 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 1,142 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
- (10)
- 9,600 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., 140 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC, and 260 of these shares are owned by Draper Associates Riskmasters Fund II, LLC.
- (11)
- Reflects the automatic conversion of each share of Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock into one share of Common Stock to occur upon the closing of the Issuer's initial public offering.
- (12)
- 396 of these shares are owned by Draper Associates Riskmasters Fund, LLC, 1,923 of these shares are owned by Draper Associates Riskmasters Fund II, LLC, 85,728 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 1,249 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
- (13)

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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