

NanoString Technologies Inc  
 Form 4  
 June 13, 2014

**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 \*  
 WAITE CHARLES P JR

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)  
 06/11/2014

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

C/O OVP VENTURE PARTNERS, 1616 EASTLAKE AVE. E., SUITE 208

(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

SEATTLE, WA 98102

(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	06/11/2014		S		35,343	D	\$ 15.124 (1)
					1,899,524	(2)	I
							See footnotes (3)
Common Stock	06/11/2014		S		19,123	D	\$ 15.124 (1)
					1,880,401	(4)	I
							See footnotes (3)
Common Stock	06/11/2014		S		484	D	\$ 15.124 (1)
					1,879,917	(5)	I
							See footnotes (3)

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Common Stock	06/11/2014		S	50	D	\$ 15.124 (1)	1,879,867 (6)	I	See footnotes (3)
Common Stock	06/12/2014		S	20,406	D	\$ 15.1052 (7)	1,859,461 (8)	I	See footnotes (3)
Common Stock	06/12/2014		S	11,041	D	\$ 15.1052 (7)	1,848,420 (9)	I	See footnotes (3)
Common Stock	06/12/2014		S	279	D	\$ 15.1052 (7)	1,848,141 (10)	I	See footnotes (3)
Common Stock	06/12/2014		S	29	D	\$ 15.1052 (7)	1,848,112 (11)	I	See footnotes (3)
Common Stock	06/13/2014		S	51,408	D	\$ 15.0309 (12)	1,796,704 (13)	I	See footnotes (3)
Common Stock	06/13/2014		S	27,816	D	\$ 15.0309 (12)	1,768,888 (14)	I	See footnotes (3)
Common Stock	06/13/2014		S	704	D	\$ 15.0309 (12)	1,768,184 (15)	I	See footnotes (3)
Common Stock	06/13/2014		S	72	D	\$ 15.0309 (12)	1,768,112 (16)	I	See footnotes (3)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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(8) 1,253,985 of these shares are owned by OVP Venture Partners VI, L.P., 17,516 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 586,181 of these shares are owned by OVP Venture Partners VII, L.P., and 1,779 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(9) 1,253,985 of these shares are owned by OVP Venture Partners VI, L.P., 17,516 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 575,140 of these shares are owned by OVP Venture Partners VII, L.P., and 1,779 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(10) 1,253,985 of these shares are owned by OVP Venture Partners VI, L.P., 17,237 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 575,140 of these shares are owned by OVP Venture Partners VII, L.P., and 1,779 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(11) 1,253,985 of these shares are owned by OVP Venture Partners VI, L.P., 17,237 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 575,140 of these shares are owned by OVP Venture Partners VII, L.P., and 1,750 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(12) 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 \$15.01 to \$15.465, 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.

(13) 1,202,577 of these shares are owned by OVP Venture Partners VI, L.P., 17,237 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 575,140 of these shares are owned by OVP Venture Partners VII, L.P., and 1,750 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(14) 1,202,577 of these shares are owned by OVP Venture Partners VI, L.P., 17,237 of these shares are held by OVP VI Entrepreneurs Fund, L.P., 547,324 of these shares are owned by OVP Venture Partners VII, L.P., and 1,750 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(15) 1,202,577 of these shares are owned by OVP Venture Partners VI, L.P., 16,533 of these shares are held by OVP VI Entrepreneurs Fund, L.P., 547,324 of these shares are owned by OVP Venture Partners VII, L.P., and 1,750 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(16) 1,202,577 of these shares are owned by OVP Venture Partners VI, L.P., 16,533 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 547,324 of these shares are owned by OVP Venture Partners VII, L.P., and 1,678 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.

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