

NanoString Technologies Inc  
 Form 4  
 September 04, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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)  
 09/02/2014

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 Ownership (Instr. 4)
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. Number of Derivative Securities Beneficially Owned (Instr. 5)
						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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