

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 *
 OVP VENTURE PARTNERS VI LP

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
 ____ Officer (give title below)
 10% Owner
 ____ 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	07/01/2013		C		364,585 (1)	A	(1)	364,585	I	See footnotes (2) (3)
Common Stock	07/01/2013		C		357,145 (4)	A	(4)	721,730	I	See footnotes (2) (5)
Common Stock	07/01/2013		C		710,228 (6)	A	(6)	1,431,958	I	See footnotes (2) (7)

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Common Stock	07/01/2013	C	517,022 (6)	A	(6)	1,948,980	D	
Common Stock	07/01/2013	C	94,449 (6)	A	(6)	2,043,429	I	See footnotes (8) (9)
Common Stock	07/01/2013	A	51,438	A	\$ 10	2,094,867	I	See footnotes (2) (10)

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
Series A Preferred Stock	(1)	07/01/2013		C	V (A) 364,585	(1) (1)	Common Stock 36
Series B Preferred Stock	(4)	07/01/2013		C	V (A) 357,145 (5)	(4) (4)	Common Stock 35
Series C Preferred Stock	(11)	07/01/2013		C	V (A) 710,228 (7)	(11) (11)	Common Stock 71
Series D Preferred Stock	(11)	07/01/2013		C	V (A) 517,022 (12)	(11) (11)	Common Stock 51
Series E Preferred Stock	(11)	07/01/2013		C	V (A) 94,449 (9)	(11) (11)	Common Stock 9
Series D Preferred Warrant (Right to Buy)	(13)	07/01/2013		C	V (A) 103,404 (12)	(13) 11/01/2018	Common Stock 10

Common Stock Warrant (Right to Buy)	(13)	07/01/2013	C	103,404 (12)	(13)	11/01/2018	Common Stock	10
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVP VENTURE PARTNERS VI LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102		X		
OVP VENTURE PARTNERS VII LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102		X		
OVP VI ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102		X		
OVP VII ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102		X		

Signatures

/s/ Barbara Mery, Attorney-in-fact	07/01/2013
<u> </u> **Signature of Reporting Person	Date
/s/ Barbara Mery, Attorney-in-fact	07/01/2013
<u> </u> **Signature of Reporting Person	Date
/s/ Barbara Mery, Attorney-in-fact	07/01/2013
<u> </u> **Signature of Reporting Person	Date
/s/ Barbara Mery, Attorney-in-fact	07/01/2013
<u> </u> **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).

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- (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.
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. Mr. Waite, the other managing members of OVMC VI, LLC, and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.
- (2) 357,293 of these shares are owned by OVP Venture Partners VI, L.P., and 7,293 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
- (3) 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.
- (4) 350,001 of these shares are owned by OVP Venture Partners VI, L.P., and 7,144 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
- (5) 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.
- (6) 705,256 of these shares are owned by OVP Venture Partners VI, L.P., and 4,972 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
- (7) OVMC VII, LLC serves as the general partner of OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P. Charles P. Waite, Jr. is a managing member of OVMC VII LLC 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 VII, LLC, and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.
- (8) 93,904 of these shares are owned by OVP Venture Partners VII, L.P., and 945 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- (9) 50,410 of these shares are owned by OVP Venture Partners VII, L.P., and 1,028 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.
- (10) 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.
- (11) These shares are owned by OVP Venture Partners VII, L.P.
- (12) 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.
- (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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