

NanoString Technologies Inc  
 Form 4  
 September 10, 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)  
**09/08/2014**

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)	
				(A) or (D)	Price			
Common Stock	09/08/2014		S	28,917	D	\$ 11.2135 (1)	1,568,195 (2) I (3)	See footnotes
Common Stock	09/08/2014		S	15,646	D	\$ 11.2135 (1)	1,552,549 (4) I (3)	See footnotes
Common Stock	09/08/2014		S	397	D	\$ 11.2135 (1)	1,552,152 (5) I (3)	See footnotes

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Common Stock	09/08/2014	S	40	D	\$ 11.2135 <u>(1)</u>	1,552,112 <u>(6)</u>	I <u>(3)</u>	See footnotes
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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	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			

## Signatures

/s/ Barbara A. Mery, Attorney-in-fact	09/10/2014
**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 \$11.10 to \$11.38, 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

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sold at each separate price within the range set forth herein.

- 1,063,775 of these shares are owned by OVP Venture Partners VI, L.P., 15,029 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 487,867 of these shares are owned by OVP Venture Partners VII, L.P., and 1,524 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

- 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.

- 1,063,775 of these shares are owned by OVP Venture Partners VI, L.P., 15,029 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 472,221 of these shares are owned by OVP Venture Partners VII, L.P., and 1,524 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

- 1,063,775 of these shares are owned by OVP Venture Partners VI, L.P., 14,632 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 472,221 of these shares are owned by OVP Venture Partners VII, L.P., and 1,524 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

- 1,063,775 of these shares are owned by OVP Venture Partners VI, L.P., 14,632 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 472,221 of these shares are owned by OVP Venture Partners VII, L.P., and 1,484 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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