

KINGSLEY DOUGLAS A
Form 4
March 01, 2012

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 *
NBGE Manager, LLC

(Last) (First) (Middle)

C/O NORTH BRIDGE GROWTH EQUITY, 950 WINTER STREET, SUITE 4600

(Street)

WALTHAM, MA 02454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Proto Labs Inc [PRLB]

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/29/2012		C		5,991,790	A	\$ 16
					5,991,790	I	
Common Stock	02/29/2012		P		430,000	A	\$ 16
					6,421,790	I	

By North Bridge Growth Equity I, L.P. (2)
By North Bridge Growth Equity I, L.P. (2)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	02/29/2012		C	427,985	<u>(1)</u> <u>(3)</u>	Common Stock 5,991,790

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NBGE Manager, LLC C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	X	X		
ANDERSON EDWARD T C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454		X		
DAMORE RICHARD A C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454		X		
KINGSLEY DOUGLAS A C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	X			
NBGE GP, LLC C/O NORTH BRIDGE GROWTH EQUITY		X		

950 WINTER STREET, SUITE 4600
WALTHAM, MA 02454

NORTH BRIDGE GROWTH EQUITY I LP
C/O NORTH BRIDGE GROWTH EQUITY
950 WINTER STREET, SUITE 4600 X
WALTHAM, MA 02454

North Bridge Growth Management, L.P.
C/O NORTH BRIDGE GROWTH EQUITY
950 WINTER STREET, SUITE 4600 X
WALTHAM, MA 02454

Signatures

/c/ Catherine M. Verschelden, Attorney-in-Fact for NBGE Manager, LLC __Signature of Reporting Person	03/01/2012 Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for Edward Anderson __Signature of Reporting Person	03/01/2012 Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for Richard D'Amore __Signature of Reporting Person	03/01/2012 Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for Douglas Kingsley __Signature of Reporting Person	03/01/2012 Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for NBGE GP, LLC __Signature of Reporting Person	03/01/2012 Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for North Bridge Growth Equity I, L.P. __Signature of Reporting Person	03/01/2012 Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for North Bridge Growth Management, L.P. __Signature of Reporting Person	03/01/2012 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) Upon the closing of the Issuer's initial public offering, each of the 427,985 shares of Series A Preferred Stock automatically converted into shares of the Issuer's Common Stock on a 14-for-1 basis.
- Represents shares held directly by North Bridge Growth Equity I, L.P. NBGE Manager, LLC ("NBGE") is the managing manager of NBGE GP, LLC, which is the sole general partner of North Bridge Growth Management, L.P., which is the sole general partner of North Bridge Growth Equity I, L.P. NBGE has sole vesting and dispositive power over such shares. Douglas Kingsley, a director of the Issuer,
- (2) is a founding managing director of NBGE GP, LLC. Shared voting and investment power over such shares is vested in the managers of NBGE, Edward Anderson and Richard D'Amore. Mr. Kingsley, Mr. Anderson and Mr. D'Amore each disclaim any beneficial ownership of such shares, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that any of the reporting persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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(3) The security does not have an expiration date.

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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