

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

3. Date of Earliest Transaction (Month/Day/Year)  
**06/11/2014**

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

(Street)  
**SEATTLE, WA 98102**

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

(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	06/11/2014		S	V Amount (A) or (D) Price 35,343 D \$ 15.124 (1)	1,899,524 (2)	D (3)	
Common Stock	06/11/2014		S	19,123 D \$ 15.124 (1)	1,880,401 (4)	I (3)	See footnotes
Common Stock	06/11/2014		S	484 D \$ 15.124 (1)	1,879,917 (5)	I (3)	See footnotes
Common Stock	06/11/2014		S	50 D \$ 15.124 (1)	1,879,867 (6)	I (3)	See footnotes
	06/12/2014		S	20,406 D	1,859,461 (8)	D (3)	

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

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 Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

## 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 A. Mery,  
Attorney-in-fact 06/13/2014

\_\_Signature of Reporting Person Date

Barbara A. Mery,  
Attorney-in-fact 06/13/2014

\_\_Signature of Reporting Person Date

Barbara A. Mery,  
Attorney-in-fact 06/13/2014

\_\_Signature of Reporting Person Date

Barbara A. Mery,  
Attorney-in-fact 06/13/2014

\_\_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 \$15.04 to \$15.25, 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)

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1,274,391 of these shares are owned by OVP Venture Partners VI, L.P., 18,000 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 605,304 of these shares are owned by OVP Venture Partners VII, L.P., and 1,829 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) 1,274,391 of these shares are owned by OVP Venture Partners VI, L.P., 18,000 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 1,829 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

- (5) 1,274,391 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 1,829 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

- (6) 1,274,391 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.

- (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 \$15.0101 to \$15.31, 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) 1,253,985 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., 17,517 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 owned 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 owned 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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