

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

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2014

Director 10% Owner
 Officer (give title below) 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------------|
| | | | | (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 (1) | 1,552,112 (6) | I (3) | See footnotes |
|-----------------|------------|--|---|----|---|----------------------|---------------|-------|------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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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