

NanoString Technologies Inc  
 Form 4  
 July 01, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 Clarus Lifesciences II, L.P.

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)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

C/O OF CLARUS VENTURES,  
 LLC, 101 MAIN STREET, SUITE  
 1210

(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  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(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 or Price   |  |   |
| Common Stock                    | 07/01/2013                           |  | C                              |   | 2,249,053<br>(1) (2)  | A (3)  | D   |
| Common Stock                    | 07/01/2013                           |  | C                              |   | 812,045<br>(1) (2)  | A (3)  | D   |
| Common Stock                    | 07/01/2013                           |  | C                              |   | 148,342<br>(1) (2)  | A (3)  | D   |
| Common Stock                    | 07/01/2013                           |  | P                              |   | 750,000   | A \$ 10  | D   |

Edgar Filing: NanoString Technologies Inc - Form 4

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) |           | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|
|  |  |                                      |  |                                | (A)  | (D)       | Date Exercisable   | Expiration Date |   |
| Series C Preferred Stock                   | (3)  | 07/01/2013                           |  | C                              |  | 2,249,053 | (3)  | (3)             | Common Stock                                      |
| Series D Preferred Stock                   | (3)  | 07/01/2013                           |  | C                              |  | 812,045   | (3)  | (3)             | Common Stock                                      |
| Series E Preferred Stock                   | (3)  | 07/01/2013                           |  | C                              |  | 148,342   | (3)  | (3)             | Common Stock                                      |
| Serries D Preferred Warrant (Right to Buy) | \$ 8.45  | 07/01/2013                           |  | C                              |  | 162,408   | (4)  | 11/01/2018      | Common Stock                                      |
| Common Stock Warrant (Right to Buy)        | \$ 8.45  | 07/01/2013                           |  | C                              | 162,408  |           | (4)  | 11/01/2018      | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Clarus Lifesciences II, L.P.<br>C/O OF CLARUS VENTURES, LLC<br>101 MAIN STREET, SUITE 1210<br>CAMBRIDGE, MA 02142 |               | X         |         |       |
|   |               | X         |         |       |

Clarus Ventures II GP, L.P.  
 C/O OF CLARUS VENTURES, LLC  
 101 MAIN STREET, SUITE 1210  
 CAMBRIDGE, MA 02142

Clarus Ventures II, LLC  
 C/O OF CLARUS VENTURES, LLC  
 101 MAIN STREET, SUITE 1210  
 CAMBRIDGE, MA 02142

X

## Signatures

/s/ Barbara Mery,  
 Attorney-in-fact 07/01/2013

\_\_Signature of Reporting Person Date

Barbara Mery,  
 Attorney-in-fact 07/01/2013

\_\_Signature of Reporting Person Date

Barbara Mery,  
 Attorney-in-fact 07/01/2013

\_\_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).

- Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus Lifesciences II, L.P. ("Clarus"), may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLLC disclaims beneficial ownership of all shares held of record by Clarus in which it does not have an actual pecuniary interest. Each of Nicholas Galakatos, a member of the board of directors, and Messrs. Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus.
- (1) Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which he does not have an actual pecuniary interest.
  - (2) 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.
  - (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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