

NanoString Technologies Inc  
Form 4  
August 18, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WAITE CHARLES P JR**

(Last) (First) (Middle)

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

(Street)

**SEATTLE, WA 98102**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NanoString Technologies Inc  
[NSTG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/14/2014**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/14/2014                              |                                                             | S                                    | 12,724 D                                                                | \$ 12.484<br>(1) 1,755,388 (2)                                                                                     | I (3)                                                                   | See<br>footnotes                                                  |
| Common<br>Stock                       | 08/14/2014                              |                                                             | S                                    | 6,884 D                                                                 | \$ 12.4845<br>(1) 1,748,504 (4)                                                                                    | I (3)                                                                   | See<br>footnotes                                                  |
| Common<br>Stock                       | 08/14/2014                              |                                                             | S                                    | 174 D                                                                   | \$ 12.4845<br>(1) 1,748,330 (5)                                                                                    | I (3)                                                                   | See<br>footnotes                                                  |
| Common                                | 08/14/2014                              |                                                             | S                                    | 18 D                                                                    | \$ 1,748,312 (6)                                                                                                   | I (3)                                                                   | See                                                               |

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|              |            |   |       |   |                      |                   |       |  |                  |
|--------------|------------|---|-------|---|----------------------|-------------------|-------|--|------------------|
| Stock        |            |   |       |   | 12.4845<br>(1)       |                   |       |  | footnotes        |
| Common Stock | 08/15/2014 | S | 5,784 | D | \$<br>12.0798<br>(7) | 1,742,528 (8)     | I (3) |  | See<br>footnotes |
| Common Stock | 08/15/2014 | S | 3,130 | D | \$<br>12.0798<br>(7) | 1,739,398 (9)     | I (3) |  | See<br>footnotes |
| Common Stock | 08/15/2014 | S | 79    | D | \$<br>12.0798<br>(7) | 1,739,319<br>(10) | I (3) |  | See<br>footnotes |
| Common Stock | 08/15/2014 | S | 8     | D | \$<br>12.0798<br>(7) | 1,739,311<br>(11) | I (3) |  | See<br>footnotes |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships                    |
|---------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                         | Director 10% Owner Officer Other |
| WAITE CHARLES P JR<br>C/O OVP VENTURE PARTNERS<br>1616 EASTLAKE AVE. E., SUITE 208<br>SEATTLE, WA 98102 | X X                              |

## Signatures

/s/ Barbara A. Mery,  
Attorney-in-fact

08/18/2014

\_\_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 \$12.39 to \$12.80, 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) 1,189,853 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.

(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) 1,189,853 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., 540,440 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.

(5) 1,189,853 of these shares are owned by OVP Venture Partners VI, L.P., 16,359 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 540,440 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.

(6) 1,189,853 of these shares are owned by OVP Venture Partners VI, L.P., 16,359 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 540,440 of these shares are owned by OVP Venture Partners VII, L.P., and 1,660 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 \$12.00 to \$12.51, 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) 1,184,069 of these shares are owned by OVP Venture Partners VI, L.P., 16,359 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 540,440 of these shares are owned by OVP Venture Partners VII, L.P., and 1,660 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(9) 1,184,069 of these shares are owned by OVP Venture Partners VI, L.P., 16,359 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 537,310 of these shares are owned by OVP Venture Partners VII, L.P., and 1,660 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(10) 1,184,069 of these shares are owned by OVP Venture Partners VI, L.P., 16,280 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 537,310 of these shares are owned by OVP Venture Partners VII, L.P., and 1,660 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(11) 1,184,069 of these shares are owned by OVP Venture Partners VI, L.P., 16,280 of these shares are owned by OVP VI Entrepreneurs Fund, L.P., 537,310 of these shares are owned by OVP Venture Partners VII, L.P., and 1,652 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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