

GRAY R BRADLEY

Form 4

March 27, 2019

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 *
 GRAY R BRADLEY

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)
 530 FAIRVIEW AVENUE N
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/25/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 President and CEO

SEATTLE, WA 98109

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 23.34	03/25/2019		A			124,778		<u>(1)</u>	03/25/2029	Common Stock	124,77
Restricted Stock Units	<u>(2)</u>	03/25/2019		A			65,982		<u>(3)</u>	<u>(3)</u>	Common Stock	65,982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAY R BRADLEY 530 FAIRVIEW AVENUE N SEATTLE, WA 98109	X		President and CEO	

Signatures

/s/ Shannon Atchison, Attorney
in Fact

03/27/2019

__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).
- 1/48 of the shares subject to such option shall vest on the one-month anniversary of March 13, 2019 (the "Option Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Option Vesting Commencement Date becoming fully vested on the four-year anniversary of the Option Vesting Commencement Date.
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one (1) share of Issuer's common stock.
- 1/3 of the RSUs vest on the first market trading day following the first anniversary of March 13, 2019 (the "RSU Vesting Commencement Date"), and 1/3 of the RSUs vest annually each year on the first market trading day after the second and third anniversary of the RSU Vesting Commencement Date, in each case, subject to Participant's continuing to be a Service Provider (as defined in the 2013 Equity Incentive Plan) through each such date.
- (3)

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.