

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 \*  
**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)  
**06/11/2014**

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 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 (A) or (D) Price			
Common Stock	06/11/2014		S	35,343 D \$ 15.124 (1)	1,899,524 (2)	I	See footnotes (3)
Common Stock	06/11/2014		S	19,123 D \$ 15.124 (1)	1,880,401 (4)	I	See footnotes (3)
Common Stock	06/11/2014		S	484 D \$ 15.124 (1)	1,879,917 (5)	I	See footnotes (3)

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Common Stock	06/11/2014		S	50	D	\$ 15.124 (1)	1,879,867 (6)	I	See footnotes (3)
Common Stock	06/12/2014		S	20,406	D	\$ 15.1052 (7)	1,859,461 (8)	I	See footnotes (3)
Common Stock	06/12/2014		S	11,041	D	\$ 15.1052 (7)	1,848,420 (9)	I	See footnotes (3)
Common Stock	06/12/2014		S	279	D	\$ 15.1052 (7)	1,848,141 (10)	I	See footnotes (3)
Common Stock	06/12/2014		S	29	D	\$ 15.1052 (7)	1,848,112 (11)	I	See footnotes (3)
Common Stock	06/13/2014		S	51,408	D	\$ 15.0309 (12)	1,796,704 (13)	I	See footnotes (3)
Common Stock	06/13/2014		S	27,816	D	\$ 15.0309 (12)	1,768,888 (14)	I	See footnotes (3)
Common Stock	06/13/2014		S	704	D	\$ 15.0309 (12)	1,768,184 (15)	I	See footnotes (3)
Common Stock	06/13/2014		S	72	D	\$ 15.0309 (12)	1,768,112 (16)	I	See footnotes (3)

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

## 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	X		

## Signatures

/s/ 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.  
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.
  - (2) 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.  
1,274,391 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.
  - (3) 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.
  - (4) 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.
  - (5) 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.

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(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., 17,516 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 held 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 held 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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