

NanoString Technologies Inc  
 Form 4  
 June 16, 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 \*  
**SAUNDERS BARNEY**

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., SUITE 2000**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/12/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP & GM, Life Sciences**

**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  | (A) or (D)   | Price   |
| Common Stock                    | 06/12/2014                           |  | M                              |   | 17,764  | A  | \$ 1.92   |
| Common Stock                    | 06/12/2014                           |  | M                              |   | 10,236  | A  | \$ 2.24   |
| Common Stock                    | 06/12/2014                           |  | S                              |   | 28,000  | D  | \$ 15.0373  |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 1.92  | 06/12/2014                           |  | M                              | 17,764  | <u>(2)</u>   | 02/28/2022  | Common Stock | 17,764                     |
| Employee Stock Option (right to buy)       | \$ 2.24  | 06/12/2014                           |  | M                              | 10,236  | <u>(3)</u>   | 12/06/2020  | Common Stock | 10,236                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SAUNDERS BARNEY  
530 FAIRVIEW AVENUE N.  
SUITE 2000  
SEATTLE, WA 98109

SVP & GM, Life Sciences

## Signatures

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

06/16/2014

        \*\*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 \$14.96 to \$15.245, 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.

This option is subject to an early exercise provision and is immediately exercisable. 15% of the shares subject to the option vested on

- (2) March 1, 2012 (the "Vesting Commencement Date") and 1/48th of the remaining shares subject to the option vested on the one month anniversary of the Vesting Commencement Date and each month thereafter, such that the option will be fully vested on March 1, 2016.

25% of the shares subject to the option vest on the one-year anniversary of September 20, 2010 (the "Vesting Commencement Date") and

- (3) 1/48th of the total shares subject to the option vested on the one month anniversary of the Vesting Commencement Date and each month thereafter, such that the option will be fully vested on September 20, 2014.

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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