

NanoString Technologies Inc
Form 4
March 25, 2016

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

OMB
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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)
03/24/2016

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 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)
Common Stock	03/24/2016		J ⁽¹⁾	500,000 D	\$ 0 1,037,480 ⁽²⁾	I ⁽³⁾	See footnotes
Common Stock	03/24/2016		J ⁽⁴⁾	1,707 A	\$ 0 1,707	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

Signatures

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

03/25/2016

__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) Pro rata distribution without consideration by OVP Venture Partners VI, L.P., OVP Venture Partners VII, L.P., OVMC VI, L.L.C. and OVMC VII, L.L.C. to their respective limited partners and members.

(2) 738,775 of these shares are owned by OVP Venture Partners VI, L.P., 297,221 of these shares are owned by OVP Venture Partners VII, L.P., and 1,484 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

(3) OVMC VI, L.L.C. serves as the general partner of OVP Venture Partners VI, L.P. Charles P. Waite, Jr. is a managing member of OVMC VI, L.L.C. and shares voting and investment power over the shares held by OVP Venture Partners VI, L.P. Charles P. Waite, Jr. is also a managing member of OVMC VII, L.L.C., 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, L.L.C. and OVMC VII, L.L.C., and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.

(4) Acquisition by the reporting person pursuant to a pro rata distribution without consideration from each of OVMC VI, L.L.C and OVMC VII, L.L.C., of which the reporting person is a member.

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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