

NanoString Technologies Inc

Form 4

August 11, 2015

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 *
SAUNDERS BARNEY

(Last) (First) (Middle)

**530 FAIRVIEW AVENUE
N., SUITE 2000**

(Street)

SEATTLE, WA 98109

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP, Sales & Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	08/10/2015		M		20,232	A	\$ 2.24
							23,414
Common Stock	08/10/2015		M		7,010	A	\$ 1.92
							30,424
Common Stock	08/10/2015		S		27,242	D	\$ 15.0829
							3,182
							<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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.24	08/10/2015		M	20,232	<u>(2)</u> 12/06/2020	Common Stock 20,232
Employee Stock Option (right to buy)	\$ 1.92	08/10/2015		M	7,010	<u>(3)</u> 02/28/2022	Common Stock 7,010

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

SVP, Sales & Marketing

Signatures

Shannon Atchison,
Attorney-in-Fact

08/11/2015

__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 \$15.80 to \$14.86, 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.

- (2) 25% of the shares subject to the Option vest on the one-year anniversary of September 20, 2010 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Vesting Commencement.
- (3) 15% of the shares subject to the Option vested on March 1, 2012 (the "Vesting Commencement Date"), and thereafter 1/48th of the remaining shares subject to the Option vest on the monthly anniversary of the Vesting Commencement Date.

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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