NanoString Technologies Inc Form 3 June 25, 2013

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: **SECURITIES**

January 31, 2005

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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 *

A Norden Gregory

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/25/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol NanoString Technologies Inc [NSTG]

> 4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

530 FAIRVIEW AVENUE

N., SUITE 2000

(Street)

(Check all applicable)

10% Owner _X_ Director Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

SEATTLE, WAÂ 98109

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of Shares

Derivative Security Direct (D) or Indirect

(I)

(Instr. 5)

Stock Option (Right to Buy) $\hat{A} \stackrel{(1)}{=} 07/16/2022 \stackrel{Common}{Stock} 10,406 \stackrel{(2)}{=} 1.92 D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Norden Gregory
530 FAIRVIEW AVENUE N.
SUITE 2000
SEATTLE, WAÂ 98109

Signatures

/s/ Barbara Mery, Attorney-in-fact 06/25/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 25% of the shares subject to the Option vest on the one year anniversary of July 17, 2012 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option vest on each monthly annivesary of the Vesting Commencement Date.
- (2) Reflects a 1-for-32 reverse stock split of the Issuer's outstanding shares effected June 12, 2013.

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.

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