NanoString Technologies Inc Form 4

February 05, 2016

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

JOHNSON JAMES A

(Last) (First) (Middle)

530 FAIRVIEW AVENUE N., SUITE 2000

(City)

1. Title of

Security

(Instr. 3)

(Street)

(State)

SEATTLE, WA 98109

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

[NSTG]

NanoString Technologies Inc

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

02/03/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code

(Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A) or

4. Securities

Code V Amount (D) Price

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

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response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I) (Instr. 4) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (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

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	\$ 0	02/03/2016		A		10,000		(2)	(2)	Common Stock	10,000
Stock Options (right to buy)	\$ 12.94	02/05/2016		A		20,000		<u>(3)</u>	02/05/2026	Common Stock	20,000

Reporting Owners

Director 10% Owner Officer Other

JOHNSON JAMES A 530 FAIRVIEW AVENUE N. SUITE 2000 SEATTLE, WA 98109

Chief Financial Officer

Signatures

/s/ Barbara A. Mery, Attorney in Fact 02/05/2016

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one (1) share of Issuer's common stock.
- 1/3 of the RSUs vest on the first market trading day following the first anniversary of February 3, 2016 (the "RSU Vesting

 Commencement Date"), and 1/3 of the RSUs vest annually each year on the first market trading day after the second and third anniversary of the RSU Vesting Commencement Date, in each case, subject to Participant's continuing to be a Service Provider (as defined in the 2013 Equity Incentive Plan) through each such date.
 - The shares subject to this option shall vest at a rate of 1/48th of the total number of shares vest on the one-month anniversary of February 5, 2016 (the "Option Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Vesting
- (3) Commencement Date thereafter (and if there is no corresponding day, on the last day of the month) for so long as the recipient of the option remains a "Service Provider" (as defined in the 2013 Plan) of the Company, such that the total number of shares shall be fully vested on the four-year anniversary of the Option 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. 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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