

NanoString Technologies Inc
Form 4
March 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GHESQUIERE DAVID W.

(Last) (First) (Middle)

530 FAIRVIEW AVENUE
NORTH, 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)
03/01/2016

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, Corporate & Business Dev

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 Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
Common Stock ⁽¹⁾	03/01/2016 ⁽²⁾		A		867 ⁽³⁾	A \$ 9.52	2,521 D
Common Stock	03/02/2016		M		5,000	A ⁽⁴⁾	7,521 D
Common Stock	03/02/2016		S		1,321 ⁽⁵⁾	D \$ 14.8605	6,200 D

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
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SEC 1474
(9-02)

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)		8. Pr Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	03/02/2016		M		5,000		(6)	(6)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GHEsqUIERE DAVID W. 530 FAIRVIEW AVENUE NORTH SUITE 2000 SEATTLE, WA 98109	SVP, Corporate & Business Dev

Signatures

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

03/03/2016

**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).

- The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the NanoString Technologies, Inc. Employee Stock Purchase Plan ("ESPP"), for the ESPP Purchase Period (as defined in the ESPP) of September 2, 2015 through March 1, 2016. This transaction is also exempt under Rule 16b-3(c).
- The Purchase Period ended on March 1, 2016 and is the second of two Purchase Periods comprising the Offering Period (as defined in the ESPP) that began on March 2, 2015 (the "Enrollment Date").
 - In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on the Enrollment Date.
 - Restricted stock units convert into Common Stock on a one-for-one basis

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- (5) The reported shares were sold to cover the reporting person's tax liability in connection with the vesting of restricted stock units.
- (6) On February 9, 2015, the reporting person was granted 15,000 restricted stock units, vesting in three equal annual installments on the first trading day following the first anniversary of March 1, 2015.

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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