

GHESQUIERE DAVID W.
Form 4
February 07, 2018

FORM 4

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

OMB APPROVAL

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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 *
GHESQUIERE DAVID W.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
530 FAIRVIEW AVENUE N

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Corporate & Business Dev

SEATTLE, WA 98109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price		
Common Stock	02/05/2018		M		4,166 A \$ 20,804	D	
Common Stock	02/05/2018		F		1,236 D \$ 6.7 19,568	D	

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	02/05/2018		M		4,166 (4) (4)	Common Stock 4,166
Stock Options (right to buy)	\$ 6.8	02/06/2018		A	20,000	(5) 02/06/2028	Common Stock 20,000
Restricted Stock Units	(3)	02/06/2018		A	54,118	(6) (6)	Common Stock 54,118

Reporting Owners

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

Signatures

/s/ Shannon Atchison,
Attorney-in-fact

02/07/2018

**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) Restricted stock units ("RSUs") convert into Common Stock on a one-for-one basis.
- (2) The reported shares were withheld to cover the reporting person's tax liability in connection with the vesting of RSUs. The shares were not issued to or sold by the reporting person.
- (3) Each RSU represents a contingent right to receive one (1) share of Issuer's common stock.
- (4) On February 3, 2016, the reporting person was granted 12,500 RSUs, vesting in three equal installments beginning on the first market trading day following the first anniversary of the grant date.
- (5) 1/48 of the shares subject to such option shall vest on the one-month anniversary of February 6, 2018 (the "Option Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Option Vesting Commencement Date

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becoming fully vested on the four-year anniversary of the Option Vesting Commencement Date.

1/3 of the RSUs vest on the first market trading day following the first anniversary of March 10, 2018 (the "RSU Vesting Commencement (6) 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.

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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