

NanoString Technologies Inc  
 Form 3  
 June 25, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| GRAY R BRADLEY                            |         | (Month/Day/Year)                     | NanoString Technologies Inc [NSTG]               |  |
| (Last)                                    | (First) | (Middle)                             | 06/25/2013                                       |  |
| 530 FAIRVIEW AVENUE                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| N., SUITE 2000                            |         |                                      |  |  |
| (Street)                                  |         |                                      | (Check all applicable)                           |  |
| SEATTLE, WA 98109                         |         |                                      | <input checked="" type="checkbox"/> Director     | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)               | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | President and CEO                                |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 86,790  | D  |   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

## Edgar Filing: NanoString Technologies Inc - Form 3

|                             | Date Exercisable | Expiration Date | Amount or Number of Shares       | or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|----------------------------------|----------------------------|
| Stock Option (Right to Buy) | Â (1)            | 02/28/2022      | Common Stock 135,588 (2) \$ 1.92 | D Â                        |
| Stock Option (Right to Buy) | Â (3)            | 01/09/2023      | Common Stock 68,749 (2) \$ 6.72  | D Â                        |
| Stock Option (Right to Buy) | Â (4)            | 06/29/2020      | Common Stock 15,125 (2) \$ 2.24  | D Â                        |
| Stock Option (Right to Buy) | Â (5)            | 06/29/2020      | Common Stock 138,669 (2) \$ 2.24 | D Â                        |
| Stock Option (Right to Buy) | Â (6)            | 06/29/2020      | Common Stock 33,482 (2) \$ 2.24  | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| GRAY R BRADLEY<br>530 FAIRVIEW AVENUE N.<br>SUITE 2000<br>SEATTLE, WA 98109 | Â X           | Â         | Â President and CEO | Â     |

## 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).

The option is subject to an early exercise provision and is immediately exercisable. 15% of the shares subject to the Option vested on (1) March 1, 2012 (the "Vesting Commencement Date"), and thereafter 1/48th of the remaining shares subject to the Option vest on each monthly anniversary of the Commencement Date.

(2) Reflects a 1-for-32 reverse stock split of the Issuer's outstanding shares effected June 12, 2013.

(3) The option is subject to an early exercise provision and is immediately exercisable. 1/48th of the shares subject to such Option shall vest on each monthly anniversary of January 10, 2013.

(4) The option is subject to an early exercise provision and is immediately exercisable. The Option vests as to 50% upon the "tools" portion of the Issuer's business becoming profitable, and the remaining 50% upon the FDA's final approval of Prosigna.

The option is subject to an early exercise provision and is immediately exercisable. 25% of the shares subject to the Option vest on the (5) one year anniversary of June 25, 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 Date.

(6) 25% of the shares subject to the Option vest on the one year anniversary of June 25, 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 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.