

NanoString Technologies Inc
 Form 3
 June 27, 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â WAITE CHARLES P JR</p> <p>(Last) (First) (Middle)</p> <p>C/O OVP VENTURE PARTNERS,Â 1616 EASTLAKE AVE. E., SUITE 208</p> <p>(Street)</p> <p>SEATTLE,Â WAÂ 98102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/25/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NanoString Technologies Inc [NSTG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
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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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (2)	Common Stock	364,585 (3)	\$ 0	I	See footnote (4) (5)
Series B Preferred Stock	Â (6)	Â (2)	Common Stock	357,145 (3)	\$ 0	I	See footnote (4) (7)
Series C Preferred Stock	Â (8)	Â (2)	Common Stock	710,228 (3)	\$ 0	I	See footnote (4) (9)
Series D Preferred Stock	Â (8)	Â (2)	Common Stock	517,022 (3)	\$ 0	I	See footnote (10) (11)
Series D Preferred Warrant (Right to Buy)	Â (8)	11/01/2018	Common Stock	103,404 (3)	\$ 8.45	I	See footnote (10) (11)
Series E Preferred Stock	Â (8)	Â (2)	Common Stock	94,449 (3)	\$ 0	I	See footnote (4) (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAITE CHARLES P JR C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102	Â X	Â X	Â	Â

Signatures

Barbara Mery,
Attorney-in-fact

06/27/2013

**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) Reflects the automatic conversion of each share of Series A Preferred Stock into 1.4030303030303 shares of Common Stock to occur upon the closing of the Issuer's initial public offering.
 - (2) Each share has no expiration date.
 - (3) Reflects a 1-for-32 reverse stock split of the Issuer's outstanding shares effected June 12, 2013.
 - (4) OVMC VI, LLC serves as the general partner of OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P. Charles P. Waite, Jr. is a managing member of OVMC VI LLC and shares voting and investment power over the shares held by OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P. Mr. Waite, the other managing members of OVMC VI, LLC, and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.
 - (5) 357,293 of these shares are owned by OVP Venture Partners VI, L.P., and 7,293 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
 - (6) Reflects the automatic conversion of each share of Series B Preferred Stock into 1.55942857142857 shares of Common Stock to occur upon the closing of the Issuer's initial public offering.

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- (7) 350,001 of these shares are owned by OVP Venture Partners VI, L.P., and 7,144 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
- (8) Reflects the automatic conversion of each shares of Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock into one share of Common Stock to occur upon the closing of the Issuer's initial public offering.
- (9) 705,256 of these shares are owned by OVP Venture Partners VI, L.P., and 4,972 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.
- (10) These shares are owned by OVP Venture Partners VII, L.P.
OVMC VII, LLC serves as the general partner of OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P. Charles P. Waite, Jr. is a managing member of OVMC VII LLC and shares voting and investment power over the shares held by OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P. Mr. Waite, the other managing members of OVMC VII, LLC, and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.
- (11) 93,504 of these shares are owned by OVP Venture Partners VII, L.P., and 945 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

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.