

NanoString Technologies Inc
 Form 3
 June 25, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 | |
| Â OVP VENTURE PARTNERS VI LP | | | (Month/Day/Year) 06/25/2013 | | NanoString Technologies Inc [NSTG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O OVP VENTURE PARTNERS,Â 1616 EASTLAKE AVE. E., SUITE 208 | | | (Check all applicable) | | | |
| (Street) | | | ___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person |
| SEATTLE,Â WAÂ 98102 | | | | | | |
| (City) | (State) | (Zip) | | | | |

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) |
|------------------------------------|--|---|--|

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|

Edgar Filing: NanoString Technologies Inc - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------------|---|-------------------------|
| Series A Preferred Stock | Â (1) | Â (2) | Common Stock | 364,585 (3) | \$ 0 | I | See footnotes (4) (5) |
| Series B Preferred Stock | Â (6) | Â (2) | Common Stock | 357,145 (3) | \$ 0 | I | See footnotes (4) (7) |
| Series C Preferred Stock | Â (8) | Â (2) | Common Stock | 710,228 (3) | \$ 0 | I | See footnotes (4) (9) |
| Series D Preferred Stock | Â (8) | Â (2) | Common Stock | 517,022 (3) | \$ 0 | D | Â |
| Series D Preferred Warrant (Right to Buy) | Â (8) | 11/01/2018 | Common Stock | 103,404 (3) | \$ 8.45 | D | Â |
| Series E Preferred Stock | Â (8) | Â (2) | Common Stock | 94,449 (3) | \$ 0 | I | See footnotes (10) (11) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OVP VENTURE PARTNERS VI LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102 | Â | Â X | Â | Â |
| OVP VENTURE PARTNERS VII LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102 | Â | Â X | Â | Â |
| OVP VI ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102 | Â | Â X | Â | Â |
| OVP VII ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102 | Â | Â X | Â | Â |

Signatures

/s/ Barbara Mery, Attorney-in-fact

06/25/2013

**Signature of Reporting Person

Date

/s/ Barbara Mery, Attorney-in-fact on behalf of OVP Venture Partners VI, L.P.

06/25/2013

Edgar Filing: NanoString Technologies Inc - Form 3

| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| /s/ Barbara Mery, Attorney-in-fact on behalf of OVP VI Entrepreneurs Fund, L.P. | 06/25/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Barbara Mery, Attorney-in-fact on behalf of OVP VII Entrepreneurs Fund, L.P. | 06/25/2013 |
| <u>Signature of Reporting Person</u> | 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.
- (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 share 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) 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.
- (11) 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.

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.