

NanoString Technologies Inc  
 Form 4  
 December 07, 2016

**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 \*  
**BURNS WAYNE**

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)  
 12/05/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Operations & Admin

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 12/05/2016                           |  | M                              | V   | 11,330  | A  | \$ 12.77 71,034 D                          |
| Common Stock                    | 12/05/2016                           |  | S <sup>(1)</sup>               |   | 11,330  | D  | \$ 22.04 59,704 D                          |
| Common Stock                    | 12/06/2016                           |  | M                              |   | 6,170   | A  | \$ 12.77 65,874 D                          |
| Common Stock                    | 12/06/2016                           |  | M                              |   | 4,166   | A  | \$ 12.94 70,040 D                          |
| Common Stock                    | 12/06/2016                           |  | S <sup>(1)</sup>               |   | 10,336  | D  | \$ 22.03 59,704 D                          |

(3)

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 required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy)                | \$ 12.77   | 12/05/2016                           |  | M                              | 11,330  | <sup>(4)</sup> 02/09/2025                                | Common Stock  | 11,330                     |
| Stock Option (right to buy)                | \$ 12.77   | 12/06/2016                           |  | M                              | 6,170   | <sup>(4)</sup> 02/09/2025                                | Common Stock  | 6,170                      |
| Common Stock (right to buy)                | \$ 12.94   | 12/06/2016                           |  | M                              | 4,166   | <sup>(5)</sup> 02/05/2026                                | Common Stock  | 4,166                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

BURNS WAYNE  
530 FAIRVIEW AVENUE N.  
SEATTLE, WA 98109

SVP, Operations & Admin

## Signatures

/s/ Shannon Atchison,  
attorney-in-fact

12/07/2016

\*\*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).

(1) The sales reported by Mr. Burns were effected pursuant to a Rule 10b5-1 trading plan adopted on November 17, 2016.

The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.18, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(2) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.11, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(3) 1/48 of the shares subject to such option shall vest on each monthly anniversary of February 9, 2015.

The shares subject to this option shall vest at a rate of 1/48th of the total number of shares on the one-month anniversary of February 5, 2016 (the "Option Vesting Commencement Date"), and 1/48th of the total number of shares vest each monthly anniversary of the Option Vesting Commencement Date thereafter, for so long as the recipient of the option remains a Service Provider, such that the total number of shares shall be fully vested on the four-year anniversary of the Option 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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