

BROWN J. CHAD
Form 4
March 13, 2019

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 *
BROWN J. CHAD

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)
03/11/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Sales & Marketing

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	03/11/2019		M	1,666 A \$ 2,959		D	
Common Stock	03/11/2019		F	494 (2) D \$ 29.74 2,465		D	
Common Stock	03/11/2019		M	8,588 A \$ 11,053		D	
Common Stock	03/11/2019		F	2,116 (2) D \$ 29.74 8,937		D	

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

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	03/11/2019		M	1,666	(4) (4)	Common Stock	1,666
Restricted Stock Units	(3)	03/11/2019		M	8,588	(4) (4)	Common Stock	8,588

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN J. CHAD 530 FAIRVIEW AVENUE N SEATTLE, WA 98109			SVP, Sales & Marketing	

Signatures

/s/ Shannon Atchison,
Attorney-in-fact

03/13/2019

**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.

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(3) Each RSU represents a contingent right to receive one (1) share of Issuer's common stock.

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

(4) 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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