

NanoString Technologies Inc  
 Form 4  
 November 14, 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 \*  
**SAUNDERS BARNEY**

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)  
 11/10/2016

\_\_\_\_ 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                    | 11/10/2016                           |  | M                              |   | \$ 1.92 6,371   | D  |                                   |
| Common Stock                    | 11/10/2016                           |  | S <sup>(1)</sup>               |   | \$ 22.46 2,712<br><u>(2)</u>  | D  |                                   |
| Common Stock                    | 11/10/2016                           |  | S <sup>(1)</sup>               |   | \$ 22.74 1,670<br><u>(3)</u>  | D  |                                   |
| Common Stock                    | 11/11/2016                           |  | M                              |   | \$ 1.92 4,577   | D  |                                   |
|                                 | 11/11/2016                           |  | M                              |   | \$ 6.72 8,952   | D  |                                   |

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Common  
Stock

|                 |            |  |                  |       |   |             |       |   |
|-----------------|------------|--|------------------|-------|---|-------------|-------|---|
| Common<br>Stock | 11/11/2016 |  | S <sup>(1)</sup> | 7,282 | D | \$<br>22.45 | 1,670 | D |
|                 |            |  |                  |       |   | <u>(4)</u>  |       |   |

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

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SEC 1474  
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 1.92  | 11/10/2016                           |  | M                              | 600   | <u>(5)</u> 02/28/2022                                    | Common Stock  | 600                           |
| Stock Option (right to buy)                | \$ 1.92  | 11/11/2016                           |  | M                              | 2,907   | <u>(5)</u> 02/28/2022                                    | Common Stock  | 2,907                         |
| Stock Option (right to buy)                | \$ 6.72  | 11/11/2016                           |  | M                              | 4,375   | <u>(6)</u> 01/09/2023                                    | Common Stock  | 4,375                         |

## Reporting Owners

| Reporting Owner Name / Address            | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| SAUNDERS BARNEY<br>530 FAIRVIEW AVENUE N. |               |           | SVP, Sales & Marketing |       |

SEATTLE, WA 98109

## Signatures

/s/ Shannon Atchison, attorney  
in fact

11/14/2016

\_\_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. Saunders were effected pursuant to a Rule 10b5-1 trading plan adopted on September 15, 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 \$21.70 to \$22.70, 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 \$22.71 to \$22.81, 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) 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 \$22.13 to \$22.72, 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.

(4) 15% of the shares subject to the Option vested on March 1, 2012 (the "Vesting Commencement Date"), and thereafter 1/48th of the remaining shares subject to the Option vest on the monthly anniversary of the Vesting Commencement Date.

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

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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