

NanoString Technologies Inc
Form SC 13G/A
January 28, 2016

Securities and Exchange Commission

Washington, DC 20549

Schedule 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
§240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO §240.13d-2
(Amendment No. 1)***

NanoString Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

63009R109

(CUSIP Number)

December 31, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting persons initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons

Draper Fisher Jurvetson Fund VII, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,789,450* (See Items 2 and 4)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

1,789,450* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,789,450* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

9.17%

12. Type of Reporting Person (see Instructions)

PN

*Includes 1,703,722 shares of common stock and an additional 85,728 shares of common stock that may be acquired pursuant to the exercise of warrants held of record by Draper Fisher Jurvetson Fund VII, L.P.

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1. Names of Reporting Persons

Draper Fisher Jurvetson Fund VII Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,789,450* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

1,789,450* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,789,450* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

9.17%

12. Type of Reporting Person (see Instructions)

PN

* All of these shares are held directly by Draper Fisher Jurvetson Fund VII, L.P.

Includes 1,703,722 shares of common stock and an additional 85,728 shares of common stock that may be acquired pursuant to the exercise of warrants held of record by Draper Fisher Jurvetson Fund VII, L.P.

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1. Names of Reporting Persons

DFJ Fund VII, Ltd.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

0

Number of
Shares

Beneficially

Owned By

Each

Reporting

Person

6. Shared Voting Power

1,789,450* (See Items 2 and 4)

7. Sole Dispositive Power

With:

0

8. Shared Dispositive Power

1,789,450* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,789,450* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

9.17%

12. Type of Reporting Person (see Instructions)

OO

* All of these shares are held directly by Draper Fisher Jurvetson Fund VII, L.P.

Includes 1,703,722 shares of common stock and an additional 85,728 shares of common stock that may be acquired pursuant to the exercise of warrants held of record by Draper Fisher Jurvetson Fund VII, L.P.

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1. Names of Reporting Persons

Draper Fisher Jurvetson Partners VII, LLC

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

Owned By

26,096* (See Items 2 and 4)

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

26,096* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,096* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.13%

12. Type of Reporting Person (see Instructions)

OO (limited liability company)

* Includes 24,847 shares of common stock and an additional 1,249 shares of common stock that may be acquired pursuant to the exercise of warrants held of record by Draper Fisher Jurvetson Partners VII, LLC.

1. Names of Reporting Persons

Draper Associates, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

0

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person

6. Shared Voting Power

32,154 (See Items 2 and 4)

7. Sole Dispositive Power

With:

0

8. Shared Dispositive Power

32,154 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

32,154 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.16%

12. Type of Reporting Person (see Instructions)

PN

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1. Names of Reporting Persons

Draper Associates, Inc.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 32,154* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

32,154* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

32,154* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.16%

12. Type of Reporting Person (see Instructions)

CO

* All of these shares are owned by Draper Associates, L.P

1. Names of Reporting Persons

Draper Associates Riskmasters Fund II, LLC

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 12,002 (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

12,002 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

12,002 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.06%

12. Type of Reporting Person (see Instructions)

OO (limited liability company)

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1. Names of Reporting Persons

Draper Associates Riskmasters Fund, LLC

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 2,385 (See Items 2 and 4)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

2,385 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,385 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.01%

12. Type of Reporting Person (see Instructions)

OO (limited liability company)

1. Names of Reporting Persons

Timothy C. Draper

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,862,087* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

1,862,087* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,862,087* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

9.54%

12. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,789,450 shares are held directly by Draper Fisher Jurvetson Fund VII, L.P., 26,096 shares are directly held by Draper Fisher Jurvetson Partners VII, LLC, 32,154 shares are directly held by Draper Associates, L.P. Mr. Draper is the President of Draper Associates, Inc., the General Partner of Draper Associates L.P. and has shared investment and voting power. Also includes 12,002 shares held directly by Draper Associates Riskmasters Fund II, LLC (DARFII) and 2,385 shares held directly by Draper Associates Riskmasters Fund, LLC (DARF). Mr. Draper is the Managing Member of DARFII and DARF and has shared investment and voting power.

1. Names of Reporting Persons

John H. N. Fisher

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,815,546* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

1,815,546* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,815,546* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

9.31%

12. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,789,450 shares are directly held by Draper Fisher Jurvetson Fund VII, L.P. and 26,096 shares are directly held by Draper Fisher Jurvetson Partners VII, LLC.

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1. Names of Reporting Persons

Stephen T. Jurvetson

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of 5. Sole Voting Power

Shares

Beneficially 0

6. Shared Voting Power

Owned By

Each

Reporting

Person

With: