

NanoString Technologies Inc
 Form 4
 July 01, 2013

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 *
 Clarus Lifesciences II, L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O OF CLARUS VENTURES, LLC, 101 MAIN STREET, SUITE 1210

(Street)

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

CAMBRIDGE, MA 02142

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/01/2013		C		2,249,053 (1) (2)	A (3)	2,249,053 D
Common Stock	07/01/2013		C		812,045 (1) (2)	A (3)	3,061,098 D
Common Stock	07/01/2013		C		148,342 (1) (2)	A (3)	3,209,440 D
Common Stock	07/01/2013		P		750,000	A \$ 10	3,959,440 D

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series C Preferred Stock	(3)	07/01/2013		C		2,249,053	(3)	(3)	Common Stock
Series D Preferred Stock	(3)	07/01/2013		C		812,045	(3)	(3)	Common Stock
Series E Preferred Stock	(3)	07/01/2013		C		148,342	(3)	(3)	Common Stock
Serries D Preferred Warrant (Right to Buy)	\$ 8.45	07/01/2013		C		162,408	(4)	11/01/2018	Common Stock
Common Stock Warrant (Right to Buy)	\$ 8.45	07/01/2013		C	162,408		(4)	11/01/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarus Lifesciences II, L.P. C/O OF CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
		X		

Clarus Ventures II GP, L.P.
 C/O OF CLARUS VENTURES, LLC
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

Clarus Ventures II, LLC
 C/O OF CLARUS VENTURES, LLC
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

X

Signatures

/s/ Barbara Mery,
 Attorney-in-fact 07/01/2013
 **Signature of Reporting Person Date

Barbara Mery,
 Attorney-in-fact 07/01/2013
 **Signature of Reporting Person Date

Barbara Mery,
 Attorney-in-fact 07/01/2013
 **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).

- Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus Lifesciences II, L.P. ("Clarus"), may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLLC disclaims beneficial ownership of all shares held of record by Clarus in which it does not have an actual pecuniary interest. Each of Nicholas Galakatos, a member of the board of directors, and Messrs. Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus.
- (1) Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which he does not have an actual pecuniary interest.
 - (2) The Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
 - (3) The Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock.

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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