

NanoString Technologies Inc
Form SC 13G
February 12, 2014

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.)*

NanoString Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

63009R109

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: NanoString Technologies Inc - Form SC 13G

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).

CUSIP NUMBER 64051T100

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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)

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)

9.98%

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)

9.98%

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

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)

9.98%

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

6. Shared voting power

beneficially

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)

0.15%

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.

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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

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)

0.18%

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)

0.18%

12. Type of reporting person (see instructions)

CO

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

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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)

0.07%

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 1,989 (See Items 2 and 4)

each 7. Sole dispositive power

reporting

person 0

8. Shared dispositive power

with:

1,989 (See Items 2 and 4)

9. Aggregate amount beneficially owned by each reporting person

1,989 (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)

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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 1,861,691* (See Items 2 and 4)

7. Sole dispositive power

each

reporting

person 0

8. Shared dispositive power

with:

1,861,691* (See Items 2 and 4)

9. Aggregate amount beneficially owned by each reporting person

1,861,691* (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)

10.38%

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 1,989 shares held directly by Draper Associates Riskmasters Fund, LLC (DARF). Mr. Draper is the Manager of DARFII and DARF and has shared investment and voting power.

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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)

10.12%

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

5. Sole voting power

Number of

shares 0

6. Shared voting power

beneficially

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

7. Sole dispositive power

each

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)

10.12%

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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Item 1(a) Name of Issuer: NanoString Technologies, Inc.

Item 1(b) Address of Issuer's principal executive offices:

530 Fairview Avenue, N., Suite 2000

Seattle, WA 98109

Item 2. This Schedule 13G is filed on behalf of (i) Draper Fisher Jurvetson Fund VII, L.P., a Cayman Islands exempted limited partnership, (ii) Draper Fisher Jurvetson Fund VII Partners, L.P., a Cayman Island exempted limited partnership, (iii) DFJ Fund VII, Ltd., a Cayman Islands limited liability company, (iv) Draper Fisher Jurvetson Partners VII, LLC, a California limited liability company, (v) Draper Associates, L.P., a California limited partnership, (vi) Draper Associates, Inc., a California corporation, (vii) Draper Associates Riskmasters Fund II, LLC, a California limited liability company, (viii) Draper Associates Riskmasters Fund, LLC, a Delaware limited liability company, (ix) Timothy C. Draper, a United States citizen (Draper), (x) John H. N. Fisher, a United States citizen (Fisher), and (xi) Stephen T. Jurvetson, a United States citizen (Jurvetson).

Relationships

(1) Draper Fisher Jurvetson Fund VII, L.P. (Fund VII), is a Cayman Island exempted limited partnership. Messrs. Draper, Fisher and Jurvetson are the Managing Directors of the general partner of Fund VII. Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held by Fund VII except to the extent of their pecuniary interest therein.

(2) Draper Fisher Jurvetson Fund VII Partners, L.P. (Partners VII) is the general partner of Fund VII. DFJ Fund VII, Ltd. is its general partner (Fund VII Ltd.). The managing directors of Fund VII Ltd. are Messrs. Draper, Fisher and Jurvetson. Partners VII, Fund VII Ltd. and Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held by Fund VII and Partners VII except to the extent of their pecuniary interest therein.

(3) Draper Fisher Jurvetson Partners VII, LLC (Partners Fund LLC) is a side-by-side fund of Fund VII. The managing members of Partners Fund LLC are Messrs. Draper, Fisher and Jurvetson. Decisions with respect to Partners Fund LLC securities are made automatically in conjunction with decisions by Fund VII. Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held by Partners Fund LLC except to the extent of their pecuniary interest therein.

(4) Draper Associates, L.P. (Draper Associates, L.P.). The investing and voting power of the shares held by Draper Associates, L.P. is controlled by its General Partner, Draper Associates, Inc., which is controlled by its President and majority shareholder, Timothy C. Draper. Mr. Draper disclaims beneficial ownership of the shares held by Draper Associates, L.P. except to the extent of his pecuniary interest therein.

(5) Draper Associates, Inc. (Draper Associates). Mr. Draper is the President of Draper Associates, which is the general partner of Draper Associates, L.P. Mr. Draper disclaims beneficial ownership of the shares held by Draper Associates except to the extent of his pecuniary interest therein.

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(6) Draper Associates Riskmasters Fund II, LLC, is a California limited liability company (DARFII). Mr. Draper is the managing member of DARFII and he disclaims beneficial ownership of the shares held by DARFII except to the extent of his pecuniary interest therein.

(7) Draper Associates Riskmasters Fund, LLC, is a Delaware limited liability company (DARF). Mr. Draper is the managing member of DARF and he disclaims beneficial ownership of the shares held by DARF except to the extent of his pecuniary interest therein.

Item 2(a) Name of person filing:
Draper Fisher Jurvetson Fund VII, L.P.

Draper Fisher Jurvetson Fund VII Partners, L.P.

DFJ Fund VII, Ltd.

Draper Fisher Jurvetson Partners VII, LLC

Draper Associates, L.P.

Draper Associates, Inc.

Draper Associates Riskmasters Fund II, LLC

Draper Associates Riskmasters Fund, LLC

Timothy C. Draper

John H. N. Fisher

Stephen T. Jurvetson

Item 2(b) Address of principal business office or, if none, residence:
2882 Sand Hill Road, Suite 150, Menlo Park, CA 94025

Item 2(c) Citizenship:

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Draper Fisher Jurvetson Fund VII, L.P.	Cayman Islands
Draper Fisher Jurvetson Fund VII Partners, L.P.	Cayman Islands
DFJ Fund VII, Ltd.	Cayman Islands
Draper Fisher Jurvetson Partners VII, LLC	California
Draper Associates, L.P.	California
Draper Associates, Inc.	California
Draper Associates Riskmasters Fund II, LLC	California
Draper Associates Riskmasters Fund, LLC	Delaware
Timothy C. Draper	United States
John H. N. Fisher	United States
Stephen T. Jurvetson	United States

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Item 2(d) Title of class of securities: Common Stock, par value \$0.0001 per share.
The Issuer registered its Common Stock on a Form 8-A12B Registration Statement filed with the SEC on June 21, 2013. Each of the Reporting Persons identified in Item 2(a) above beneficially owns Common Stock.

Item 2(e) CUSIP No.: 63009R109

Item 3. If this statement is filed pursuant to § 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify type of institution:

Item 4. Ownership. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Draper Fisher Jurvetson Fund VII, L.P.

A. Amount Beneficially owned: 1,789,450

B. Percent of Class: 9.98%

C. Number of shares owned to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 1,789,450
3. sole power to dispose or to direct the disposition of: 0
4. shared power to dispose or to direct the disposition of: 1,789,450

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Draper Fisher Jurvetson Fund VII Partners, L.P.

- A. Amount Beneficially owned: 1,789,450
- B. Percent of Class: 9.98%
- C. Number of shares owned to which such person has:
 - 1. sole power to vote or to direct the vote: 0
 - 2. shared power to vote or to direct the vote: 1,789,450
 - 3. sole power to dispose or to direct the disposition of: 0
 - 4. shared power to dispose or to direct the disposition of: 1,789,450

DFJ Fund VII, Ltd.

- A. Amount Beneficially owned: 1,789,450
- B. Percent of Class: 9.98%
- C. Number of shares owned to which such person has:
 - 1. sole power to vote or to direct the vote: 0
 - 2. shared power to vote or to direct the vote: 1,789,450
 - 3. sole power to dispose or to direct the disposition of: 0

4. shared power to dispose or to direct the disposition of: 1,789,450
Draper Fisher Jurvetson Partners VII, LLC

A. Amount Beneficially owned: 26,096

B. Percent of Class: 0.15%

C. Number of shares owned to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 26,096
3. sole power to dispose or to direct the disposition of: 0

4. shared power to dispose or to direct the disposition of: 26,096
Draper Associates, L.P.

A. Amount Beneficially owned: 32,154

B. Percent of Class: 0.18%

C. Number of shares owned to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 32,154
3. sole power to dispose or to direct the disposition of: 0
4. shared power to dispose or to direct the disposition of: 32,154

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Draper Associates, Inc.

- A. Amount Beneficially owned: 32,154
- B. Percent of Class: 0.18%
- C. Number of shares owned to which such person has:
 - 1. sole power to vote or to direct the vote: 0
 - 2. shared power to vote or to direct the vote: 32,154
 - 3. sole power to dispose or to direct the disposition of: 0
 - 4. shared power to dispose or to direct the disposition of: 32,154

Draper Associates Riskmasters Fund II, LLC

- A. Amount Beneficially owned: 12,002
- B. Percent of Class: 0.07%
- C. Number of shares owned to which such person has:
 - 1. sole power to vote or to direct the vote: 0
 - 2. shared power to vote or to direct the vote: 12,002
 - 3. sole power to dispose or to direct the disposition of: 0

4. shared power to dispose or to direct the disposition of: 12,002

Draper Associates Riskmasters Fund, LLC

A. Amount Beneficially owned: 1,989

B. Percent of Class: 0.01%

C. Number of shares owned to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 1,989
3. sole power to dispose or to direct the disposition of: 0

4. shared power to dispose or to direct the disposition of: 1,989

Timothy C. Draper

A. Amount Beneficially owned: 1,861,691

B. Percent of Class: 10.38%

C. Number of shares owned to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 1,861,691
3. sole power to dispose or to direct the disposition of: 0

4. shared power to dispose or to direct the disposition of: 1,861,691

John H. N. Fisher

- A. Amount Beneficially owned: 1,815,546

- B. Percent of Class: 10.12%

- C. Number of shares owned to which such person has:
 - 1. sole power to vote or to direct the vote: 0

 - 2. shared power to vote or to direct the vote: 1,815,546

 - 3. sole power to dispose or to direct the disposition of: 0

 - 4. shared power to dispose or to direct the disposition of: 1,815,546

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Stephen T. Jurvetson

- A. Amount Beneficially owned: 1,815,546

- B. Percent of Class: 10.12%

- C. Number of shares owned to which such person has:
 - 1. sole power to vote or to direct the vote: 0

 - 2. shared power to vote or to direct the vote: 1,815,546

 - 3. sole power to dispose or to direct the disposition of: 0

 - 4. shared power to dispose or to direct the disposition of: 1,815,546

Item 5. Ownership of Five Percent or Less of a Class.
Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.
Not Applicable.

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Item 8. Identification and Classification of Members of the Group.
Not Applicable.

Item 9. Notice of Dissolution of Group.
Not Applicable.

Item 10. Certifications.
Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2014

Draper Fisher Jurvetson Fund VII, L.P.

**By: Draper Fisher Jurvetson Fund VII Partners, L.P.
(General Partner)**

By: DFJ Fund VII, Ltd., its general partner

By: /s/ John H.N. Fisher

Name: John H.N. Fisher

Title: Managing Director

**Draper Fisher Jurvetson Fund VII
Partners, L.P.**

By: DFJ Fund VII, Ltd., its general partner

By: /s/ John H.N. Fisher

Name: John H. N. Fisher

Title: Managing Director

DFJ Fund VII, Ltd.

By: /s/ John H.N. Fisher

Name: John H. N. Fisher

Title: Managing Director

Draper Fisher Jurvetson Partners VII, LLC

By: /s/ Timothy C. Draper

Name: Timothy C. Draper

Title: Managing Member

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Draper Associates, L.P.

By: Draper Associates, Inc. (General Partner)

By: /s/ Timothy C. Draper

Name: Timothy C. Draper

Title: President

Draper Associates, Inc.

By: /s/ Timothy C. Draper

Name: Timothy C. Draper

Title: President

**Draper Associates Riskmasters Fund II,
LLC**

By: /s/ Timothy C. Draper

Name: Timothy C. Draper

Title: Managing Member

Draper Associates Riskmasters Fund, LLC

By: /s/ Timothy C. Draper

Name: Timothy C. Draper

Title: Managing Member

/s/ Timothy C. Draper

Timothy C. Draper

/s/ John H.N. Fisher

John H. N. Fisher

/s/ Stephen T. Jurvetson

Stephen T. Jurvetson

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Exhibit Index

Exhibit	Description
99.1	Statement pursuant to Rule 13d-1(k)(1)(iii), filed herewith