

NanoString Technologies Inc
 Form 3
 June 25, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ALLEN MARY TEDD (Last) (First) (Middle) 530 FAIRVIEW AVENUE N., SUITE 2000 (Street) SEATTLE, WA 98109 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 06/25/2013 | 3. Issuer Name and Ticker or Trading Symbol NanoString Technologies Inc [NSTG] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Manufacturing | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 3,125 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|--|----------------------------|---|
| Series D Preferred Stock | Â (2) | Â (2) | Common Stock | 2,188 (1) \$ 0 | | D | Â |
| Series D Preferred Warrant (Right to Buy) | Â (2) | 11/01/2018 | Common Stock | 437 (1) \$ 8.45 | | D | Â |
| Stock Option (Right to Buy) | Â (3) | 10/14/2019 | Common Stock | 15,625 (1) \$ 2.24 | | D | Â |
| Stock Option (Right to Buy) | Â (4) | 02/28/2022 | Common Stock | 31,250 (1) \$ 1.92 | | D | Â |
| Stock Option (Right to Buy) | Â (5) | 01/09/2023 | Common Stock | 10,000 (1) \$ 6.72 | | D | Â |
| Stock Option (Right to Buy) | Â (6) | 10/08/2018 | Common Stock | 6,250 (1) \$ 3.84 | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ALLEN MARY TEDD 530 FAIRVIEW AVENUE N. SUITE 2000 SEATTLE, WA 98109 | Â | Â | Â VP, Manufacturing | Â |

Signatures

/s/ Barbara Mery,
Attorney-in-Fact

06/25/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects a 1-for-32 reverse stock split of the Issuer's outstanding shares effected June 12, 2013.
- (2) Reflects the automatic conversion of each share of Series D Preferred Stock into one share of Common Stock to occur upon the closing of the Issuer's initial public offering. Each share has no expiration date.
- (3) The Option fully vested on June 8, 2013.
The option is subject to an early exercise provision and is immediately exercisable. 25% of the shares subject to the Option vested on
- (4) March 1, 2012 (the "Vesting Commencement Date"), and thereafter 1/48th of the remaining shares subject to the Option vest on each monthly anniversary of the Vesting Commencement Date.
- (5) The option is subject to an early exercise provision and is immediately exercisable. 1/48th of the shares subject to such Option shall vest on each monthly anniversary of January 10, 2013.
- (6) The Option fully vested on October 9, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.