

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 * Â FONSTAD JENNIFER SCOTT (Last) (First) (Middle) C/O DRAPER FISHER JURVETSON,Â 2882 SAND HILL ROAD, SUITE 150 (Street) MENLO PARK,Â CAÂ 94025 (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 checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|--------------------------|
| Series A Preferred Stock | Â (1) | Â (2) | Common Stock | 364,583 (3) (4) | \$ 0 | I | See footnotes (5) (6) |
| Series B Preferred Stock | Â (7) | Â (2) | Common Stock | 357,144 (3) (8) | \$ 0 | I | See footnotes (5) (6) |
| Series C Preferred Stock | Â (9) | Â (2) | Common Stock | 514,916 (3) (10) | \$ 0 | I | See footnotes (5) (6) |
| Series D Preferred Stock | Â (9) | Â (2) | Common Stock | 446,504 (3) (11) | \$ 0 | I | See footnotes (5) (6) |
| Series D Preferred Warrant (Right to Buy) | Â (9) | 11/01/2018 | Common Stock | 89,296 (3) (12) | \$ 8.45 | I | See footnotes (5) (6) |
| Series E Preferred Stock | Â (9) | Â (2) | Common Stock | 81,566 (3) (13) | \$ 0 | I | See footnotes (5) (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FONSTAD JENNIFER SCOTT C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | Â X | Â X | Â | 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 the automatic conversion of each share of Series A Preferred Stock into 1.4030303030303 shares of Common Stock to occur upon the closing of the Issuer's initial public offering.
 - (2) Each share has no expiration date.
 - (3) Reflects a 1-for-32 reverse stock split of the Issuer's outstanding shares effected June 12, 2013.
 - (4) 9,480 of these shares are owned by Draper Associates, L.P., 349,999 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 5,104 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
 - (5) Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson are Managing Directors of the general partner entities of Draper Fisher Jurvetson Fund VII, L.P. ("Fund VII") that directly hold shares and as such, they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners VII, LLC ("Partners VII") invests lockstep alongside Fund VII. The Managing Partners of Partners VII are Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson. Draper Associates, L.P. ("DALP") invests lockstep alongside Fund VII. The General Partners of DALP is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. Draper Associates Riskmasters Fund, LLC ("DARF") and Draper Associates Riskmasters

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Fund II, LLC ("DARF II") invest lockstep alongside Fund VII, instead and in place of DALP beginning June 2010. The Managing Member of DARF and DARF II is Timothy C. Draper.

- (6) These individuals disclaim beneficial ownership with respect to such shares except to the extent of their pecuniary interest therein.
- (7) Reflects the automatic conversion of each share of Series B Preferred Stock into 1.55942857142857 shares of Common Stock to occur upon the closing of the Issuer's initial public offering.
- (8) 9,286 of these shares are owned by Draper Associates, L.P., 342,857 shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 5,001 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
- (9) Reflects the automatic conversion of each share of Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock into one share of Common Stock to occur upon the closing of the Issuer's initial public offering.
- (10) 13,388 of these shares are owned by Draper Associates, L.P., 494,319 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 7,209 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
9,621 of these shares are owned by Draper Associates Riskmasters Fund II, LLC, 1,989 of these shares are owned by Draper Associates Riskmasters Fund, LLC, 428,643 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 6,251 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
- (11) 396 of these shares are owned by Draper Associates Riskmasters Fund, LLC, 1,923 of these shares are owned by Draper Associates Riskmasters Fund II, LLC, 85,728 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 1,249 of these share are owned by Draper Fisher Jurvetson Partners VII, L.P.
- (12) 2,121 of these shares are owned by Draper Associates Riskmasters Fund II, LLC, 78,303 of these shares are owned by Draper Fisher Jurvetson Fund VII, L.P., and 1,142 of these shares are owned by Draper Fisher Jurvetson Partners VII, LLC.
- (13)

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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