

NanoString Technologies Inc

Form 4

March 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GHESQUIERE DAVID W.

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)
530 FAIRVIEW AVENUE NORTH
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Corporate & Business Dev

SEATTLE, WA 98109

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 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	(A) or (D)	Price
Common Stock ⁽¹⁾	03/01/2017 ⁽²⁾		A		740 ⁽³⁾	A	\$ 12.155 ⁽³⁾
Common Stock	03/02/2017		M		5,000	A	⁽⁴⁾ 15,485
Common Stock	03/02/2017		F		1,368 ⁽⁵⁾	D	\$ 18.5 14,117

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	03/02/2017		M	5,000	(6) (6)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GHESQUIERE DAVID W. 530 FAIRVIEW AVENUE NORTH SEATTLE, WA 98109	SVP, Corporate & Business Dev

Signatures

/s/ Shannon Atchison,
Attorney-in-fact 03/03/2017

__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).

- The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the NanoString Technologies, Inc. Employee Stock Purchase Plan ("ESPP"), for the ESPP Purchase Period (as defined in the ESPP) of September 1, 2016 through March 1, 2017. This transaction is also exempt under rule 16b-3(c).
- The Purchase Period ended on March 1, 2017 and is the first of two Purchase Periods comprising the Offering Period (as defined in the ESPP) that began on March 1, 2016 (the "Enrollment Date").
 - In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on the Enrollment Date.
 - Restricted stock units ("RSUs") convert into Common Stock on a one-for-one basis.
 - The reported shares were withheld to cover the reporting person's tax liability in connection with the vesting of RSUs. These shares were not issued to or sold by the reporting person.

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- (6) On February 9, 2015, the reporting person was granted 15,000 RSUs, vesting in three equal installments beginning on the first market trading day following the anniversary of March 1, 2015.

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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