

ALLEN MARY TEDD

Form 4

March 27, 2019

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 *
 ALLEN MARY TEDD

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 N
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/25/2019

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 SVP, Operations

SEATTLE, WA 98109

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

(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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 23.34	03/25/2019			A		18,023		<u>(1)</u>	03/25/2029	Common Stock	18,023
Restricted Stock Units	<u>(2)</u>	03/25/2019			A		9,531		<u>(3)</u>	<u>(3)</u>	Common Stock	9,531

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN MARY TEDD 530 FAIRVIEW AVENUE N SEATTLE, WA 98109			SVP, Operations	

Signatures

/s/ Shannon Atchison,
Attorney-in-fact

03/27/2019

__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).

- 1/48 of the shares subject to such option shall vest on the one-month anniversary of March 13, 2019 (the "Option Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Option Vesting Commencement Date becoming fully vested on the four-year anniversary of the Option Vesting Commencement Date.
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one (1) share of Issuer's common stock.
- 1/3 of the RSUs vest on the first market trading day following the first anniversary of March 13, 2019 (the "RSU Vesting Commencement Date"), and 1/3 of the RSUs vest annually each year on the first market trading day after the second and third anniversary of the RSU Vesting Commencement Date, in each case, subject to Participant's continuing to be a Service Provider (as defined in the 2013 Equity Incentive Plan) through each such date.
- (3)

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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