

NanoString Technologies Inc
 Form 3/A
 July 26, 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â OVP VENTURE PARTNERS VI LP</p> <p>(Last) (First) (Middle)</p> <p>C/O OVP VENTURE PARTNERS,Â 1616 EASTLAKE AVE. E., SUITE 208</p> <p>(Street)</p> <p>SEATTLE,Â WAÂ 98102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/25/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NanoString Technologies Inc [NSTG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/25/2013</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person</p>
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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)
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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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
Series A Preferred Stock	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	364,585 <u>(3)</u>	\$ 0	D <u>(4)</u> <u>(5)</u> <u>(6)</u> Â
Series B Preferred Stock	Â <u>(7)</u>	Â <u>(2)</u>	Common Stock	357,145 <u>(3)</u>	\$ 0	D <u>(4)</u> <u>(6)</u> <u>(8)</u> Â
Series C Preferred Stock	Â <u>(9)</u>	Â <u>(2)</u>	Common Stock	710,228 <u>(3)</u>	\$ 0	D <u>(4)</u> <u>(6)</u> <u>(10)</u> Â
Series D Preferred Stock	Â <u>(9)</u>	Â <u>(2)</u>	Common Stock	517,022 <u>(3)</u>	\$ 0	I See footnotes <u>(11)</u> <u>(12)</u> <u>(13)</u>
Series D Preferred Warrant (Right to Buy)	Â <u>(9)</u>	11/01/2018	Common Stock	103,404 <u>(3)</u>	\$ 8.45	I See footnotes <u>(11)</u> <u>(12)</u> <u>(13)</u>
Series E Preferred Stock	Â <u>(9)</u>	Â <u>(2)</u>	Common Stock	94,449 <u>(3)</u>	\$ 0	I See footnotes <u>(13)</u> <u>(14)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVP VENTURE PARTNERS VI LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102	Â	Â X	Â	Â
OVP VENTURE PARTNERS VII LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102	Â	Â X	Â	Â
OVP VI ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102	Â	Â X	Â	Â
OVP VII ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102	Â	Â X	Â	Â

Signatures

/s/ Barbara Mery,
Attorney-in-fact 07/26/2013

**Signature of Reporting Person Date

/s/ Barbara Mery,
Attorney-in-fact 07/26/2013

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 **Signature of Reporting Person Date
/s/ Barbara A. Mery, 07/26/2013
Attorney-in-fact

 **Signature of Reporting Person Date
/s/ Barbara Mery, 07/26/2013
Attorney-in-fact

 **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) The shares were erroneously reported as indirectly held on the Reporting Person's initial Form 3.

(5) 357,293 of these shares are owned by OVP Venture Partners VI, L.P., and 7,293 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.

OVMC VI, LLC serves as the general partner of OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P. Charles P. Waite, Jr. is a managing member of OVMC VI, LLC, the general partner of OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P., and shares voting and investment power over the shares held by OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P. Charles P. Waite, Jr. is also a managing member of OVMC VII, LLC the general partner of OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P., and shares voting and investment power over shares held by OVP Venture Partners VII, L.P. and OVP VI Entrepreneurs Fund, L.P. Mr. Waite, the other managing members of OVMC VI, LLC and OVMC VII, LLC, and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any 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) 350,001 of these shares are owned by OVP Venture Partners VI, L.P., and 7,144 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.

(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) 705,256 of these shares are owned by OVP Venture Partners VI, L.P., and 4,972 of these shares are owned by OVP VI Entrepreneurs Fund, L.P.

(11) These shares are owned by OVP Venture Partners VII, L.P.

(12) The shares were erroneously reported as directly held on the Reporting Person's initial Form 3.

OVMC VII, LLC serves as the general partner of OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P. Charles P. Waite, Jr. is a managing member of OVMC VII, LLC and shares voting and investment power over the shares held by OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P. Mr. Waite, Jr. is also a managing member of OVMC VI, LLC the general partner of OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P., and shares voting and investment power over shares held by OVP Venture Partners VI, L.P. and OVP VI Entrepreneurs Fund, L.P. Mr. Waite, the other managing members of OVMC VI, LLC and OVMC VII, LLC, and each of the aforementioned entities disclaim beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.

(14) 93,504 of these shares are owned by OVP Venture Partners VII, L.P., and 945 of these shares are owned by OVP VII Entrepreneurs Fund, L.P.

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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