

BROWN J. CHAD

Form 4

March 13, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN J. CHAD

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)

SEATTLE, WA 98109

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2019

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, Sales & Marketing

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

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 Ownership (Instr. 4)
Common Stock	03/11/2019		M	1,666 A	2,959	D	
Common Stock	03/11/2019		F	494 (2) D	\$ 29.74 2,465	D	
Common Stock	03/11/2019		M	8,588 A	11,053	D	
Common Stock	03/11/2019		F	2,116 (2) D	\$ 29.74 8,937	D	

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 required to respond unless the form displays a currently valid OMB control number.

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 (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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	03/11/2019		M		1,666		(4)	(4)	Common Stock	1,666	\$
Restricted Stock Units	(3)	03/11/2019		M		8,588		(4)	(4)	Common Stock	8,588	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROWN J. CHAD 530 FAIRVIEW AVENUE N SEATTLE, WA 98109	SVP, Sales & Marketing

Signatures

/s/ Shannon Atchison,
Attorney-in-fact 03/13/2019

**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) Restricted stock units ("RSUs") convert into Common Stock on a one-for-one basis.

(2) The reported shares were withheld to cover the reporting person's tax liability in connection with the vesting of RSUs. The shares were not issued to or sold by the reporting person.

Edgar Filing: BROWN J. CHAD - Form 4

- (3) Each 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 10, 2018 (the "RSU Vesting Commencement

- (4) 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.

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.