

GRAY R BRADLEY
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAY R BRADLEY

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)
03/11/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

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)
Common Stock	03/11/2019		M	10,000	A	109,983	D
Common Stock	03/11/2019		F	2,435 (2)	D	\$ 29.74	107,548
Common Stock	03/11/2019		M	44,313	A	151,861	D
Common Stock	03/11/2019		F	15,331 (2)	D	\$ 29.74	136,530

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

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(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. De		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	03/11/2019		M		10,000		(4)	(4)	Common Stock	10,000
Restricted Stock Units	(3)	03/11/2019		M		44,313		(4)	(4)	Common Stock	44,313

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRAY R BRADLEY 530 FAIRVIEW AVENUE N SEATTLE, WA 98109	X President and CEO

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.

(3) Each RSU represents a contingent right to receive one (1) share of Issuer's common stock.

(4)

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1/3 of the RSUs vest on the first market trading day following the first anniversary of March 10, 2018 (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.

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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