

DAMORE RICHARD A
Form 4
February 25, 2013

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 *
NBGE Manager, LLC

2. Issuer Name and Ticker or Trading Symbol
Proto Labs Inc [PRLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O NORTH BRIDGE GROWTH EQUITY, 950 WINTER STREET, SUITE 4600

(Street)

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

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

WALTHAM, MA 02454

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/29/2012		S		610	D	\$ 35.516	0	D ⁽¹⁾	
Common Stock	02/21/2013		J ⁽²⁾		1,400,000	D	\$ 0	2,004,290	I	By North Bridge Growth Equity I, L.P. ⁽³⁾
Common Stock								2,112	D ⁽⁴⁾	
Common Stock								534	D ⁽⁵⁾	

Stock

Common Stock	1,097	I	By Angel 2011 Dynasty Trust ⁽⁶⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NBGE Manager, LLC C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454		X		
ANDERSON EDWARD T C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454		X		
DAMORE RICHARD A C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454		X		
		X		

NBGE GP, LLC
 C/O NORTH BRIDGE GROWTH EQUITY
 950 WINTER STREET, SUITE 4600
 WALTHAM, MA 02454

NORTH BRIDGE GROWTH EQUITY I LP
 C/O NORTH BRIDGE GROWTH EQUITY
 950 WINTER STREET, SUITE 4600 X
 WALTHAM, MA 02454

North Bridge Growth Management, L.P.
 C/O NORTH BRIDGE GROWTH EQUITY
 950 WINTER STREET, SUITE 4600 X
 WALTHAM, MA 02454

Signatures

/s/ Julie M. Regnier, Attorney-in-Fact for NBGE Manager, LLC	02/25/2013
__Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for Edward Anderson	02/25/2013
__Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for Richard D'Amore	02/25/2013
__Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for NBGE GP, LLC	02/25/2013
__Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for North Bridge Growth Equity I, L.P.	02/25/2013
__Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for North Bridge Growth Management, L.P.	02/25/2013
__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) Represents shares held of record which Richard D'Amore received in connection with a previous pro rata distribution from North Bridge Growth Equity I, L.P.
 - (2) The transaction reported on this Form 4 represents a pro rata distribution, and not a purchase or sale of securities, by North Bridge Growth Equity I, L.P. to its general and limited partners without consideration.

Represents shares held directly by North Bridge Growth Equity I, L.P. NBGE Manager, LLC ("NBGE") is the managing manager of NBGE GP, LLC, which is the sole general partner of North Bridge Growth Management, L.P., which is the sole general partner of North Bridge Growth Equity I, L.P. NBGE has sole vesting and dispositive power over such shares. Shared voting and investment power over such shares is vested in the managers of NBGE, Edward Anderson and Richard D'Amore. Mr. Anderson and Mr. D'Amore each disclaim any beneficial ownership of such shares, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that any of the reporting persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (3) Represents 986 shares Mr. Anderson received in connection with the pro rata distribution from North Bridge Growth Equity I, L.P. referenced in footnote 3 above as well as 1,126 shares received in a previous distribution.
 - (4) Represents shares held of record by Mr. D'Amore received in connection with the pro rata distribution from North Bridge Growth Equity I, L.P. referenced in footnote 3 above.
 - (5)

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Represents shares held of record by a trust for the benefit of certain of Mr. Anderson's immediate family members of which 512 shares were received in connection with the pro rata distribution from North Bridge Growth Equity I, L.P. referenced in footnote 3 above as well (6) as 585 shares received in a previous distribution. Mr. Anderson's immediate family member is the trustee of the trust. Mr. Anderson disclaims beneficial ownership of these shares, and the filing of this report is not an admission that Mr. Anderson is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

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.