

NanoString Technologies Inc
 Form 3
 June 25, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Clarus Lifesciences II, L.P.		(Month/Day/Year)	NanoString Technologies Inc [NSTG]	
(Last)	(First)	(Middle)	06/25/2013	
C/O OF CLARUS VENTURES, LLC, Â 101 MAIN STREET, SUITE 1210			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CAMBRIDGE, Â MA Â 02142			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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)
------------------------------------	----------------------------------------------------------	-------------------------------------------------------------------	----------------------------------------------------------

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

SEC 1473 (7-02)

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.

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Edgar Filing: NanoString Technologies Inc - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Series C Preferred Stock	Â (1)	Â (2)	Common Stock	2,249,053 (3) (4) (5)	\$ 0	D	Â
Series D Preferred Stock	Â (1)	Â (2)	Common Stock	812,045 (3) (4) (5)	\$ 0	D	Â
Series D Preferred Warrant (Right to Buy)	Â (1)	11/01/2018	Common Stock	162,408 (3) (4) (5)	\$ 0	D	Â
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	148,342 (3) (4) (5)	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarus Lifesciences II, L.P. C/O OF CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Clarus Ventures II GP, L.P. C/O OF CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Clarus Ventures II, LLC C/O OF CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â

Signatures

/s/ Barbara Mery, Attorney-in-fact	06/25/2013
__Signature of Reporting Person	Date
Barbara Mery, Attorney-in-fact on behalf of Clarus Ventures II GP, L.P.	06/25/2013
__Signature of Reporting Person	Date
Barbara Mary, Attorney-in-fact on behalf of Clarus Ventures II, LLC	06/25/2013
__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 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.

Edgar Filing: NanoString Technologies Inc - Form 3

- (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.

Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus Lifesciences II, L.P. ("Clarus"), may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner

- (4) of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLLC disclaims beneficial ownership of all shares held of record by Clarus in which it does not have an actual pecuniary interest. Each of Nicholas Galakatos, a member of the board of directors, and Messrs. Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus.
- (5) Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which he does not have an actual pecuniary interest.

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.