

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Clarus Lifesciences II, L.P.</u> (Last) (First) (Middle) <u>C/O OF CLARUS VENTURES, LLC</u> <u>101 MAIN STREET, SUITE 1210</u> (Street) <u>CAMBRIDGE MA 02142</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NanoString Technologies Inc [NSTG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/17/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/17/2018		X		162,408	A	\$8.448	4,121,848 ⁽¹⁾⁽²⁾	D	
Common Stock	09/17/2018		s ⁽³⁾		85,823 ⁽⁴⁾	D	\$15.99	4,036,025 ⁽¹⁾⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Warrant (Right to Buy)	\$8.448	09/17/2018		X			162,408	11/01/2011	11/01/2018	Common Stock	162,408 ⁽¹⁾⁽²⁾	\$0	0	D	

1. Name and Address of Reporting Person* <u>Clarus Lifesciences II, L.P.</u> (Last) (First) (Middle) <u>C/O OF CLARUS VENTURES, LLC</u> <u>101 MAIN STREET, SUITE 1210</u> (Street) <u>CAMBRIDGE MA 02142</u> (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>Clarus Ventures II GP, L.P.</u>		
(Last)	(First)	(Middle)
C/O OF CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210		
(Street)		
CAMBRIDGE	MA	02142
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<u>Clarus Ventures II, LLC</u>		
(Last)	(First)	(Middle)
C/O OF CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210		
(Street)		
CAMBRIDGE	MA	02142
(City) (State) (Zip)		

Explanation of Responses:

1. 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 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 and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus.
2. Each of Messrs. Galakatos, Henner, Liptak, Simon and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which he does not have an actual pecuniary interest.
3. On September 17, 2018, the Reporting Person exercised warrants to purchase 162,408 shares of the Company's common stock for \$8.448 per share. The Reporting Person paid the exercise price on a cashless basis, resulting in the Company's withholding of 85,823 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 76,585 shares.
4. Pursuant to the terms of a Lock-up Agreement executed by Nicholas Galakatos, a member of the board of directors, in favor of the underwriters of the Company's public offering in July 2018 (the "Lock-up"), the Company withheld the number of shares set forth above pursuant to a net settlement permitted under the terms of the Lock-up. No shares were sold by the Reporting Person in connection with the exercise and the common shares issued as a result of the exercise are subject to the terms of the Lock-up.

Remarks:

/s/ Shannon Atchison, 09/19/2018
Attorney-in-fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.