

NANOSTRING TECHNOLOGIES INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/09/17

Address	530 FAIRVIEW AVENUE NORTH SEATTLE, WA 98109
Telephone	206-378-6266
CIK	0001401708
Symbol	NSTG
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

NANOSTRING TECHNOLOGIES, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-0094687
(I.R.S. Employer
Identification No.)

530 Fairview Avenue North
Seattle, Washington 98109
(Address of principal executive offices)
(206) 378-6266
(Registrant's telephone number, including area code)

2013 Equity Incentive Plan

2013 Employee Stock Purchase Plan
(Full title of the plan)

R. Bradley Gray
President and Chief Executive Officer
530 Fairview Avenue North
Seattle, Washington 98109
(206) 378-6266
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Patrick J. Schultheis
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
701 Fifth Avenue, Suite 5100
Seattle, Washington 98104
(206) 883-2500

Kathryn Surace-Smith
Vice President, General Counsel
530 Fairview Avenue North
Seattle, Washington 98109
(206) 378-6266

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Maximum Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.0001 par value per share:				
—To be issued under the 2013 Equity Incentive Plan	1,076,380 ⁽³⁾	\$ 17.85 ⁽⁵⁾	\$ 19,213,383 ⁽⁷⁾	\$ 2,227
—To be issued under the 2013 Employee Stock Purchase Plan	215,276 ⁽⁴⁾	\$ 15.18 ⁽⁶⁾	3,267,890 ⁽⁸⁾	\$ 379
TOTAL:	1,291,656		\$ 22,481,273	\$ 2,606

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the common stock of NanoString Technologies, Inc. (the “**Registrant**”) that become issuable under the 2013 Equity Incentive Plan (the “**2013 Plan**”) and 2013 Employee Stock Purchase Plan (“**2013 ESPP**”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
- (2) For the sole purpose of calculating the registration fee, the amount to be registered under this Registration Statement has been broken down into two subtotals.
- (3) Represents 1,076,380 additional shares of common stock available for issuance as a result of the annual evergreen increase pursuant to the 2013 Plan.
- (4) Represents 215,276 additional shares of common stock available for issuance as a result of the annual evergreen increase pursuant to the 2013 ESPP.
- (5) Estimated in accordance with Rules 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of \$17.85, the average of the high and low prices of the Registrant’s common stock as reported on The NASDAQ Global Market on March 2, 2017 (the “**Full Offering Price**”).
- (6) Estimated in accordance with Rules 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of 85% of the Full Offering Price. Pursuant to the 2013 ESPP, the purchase price of the shares of common stock will be 85% of the lower of the fair market value of the common stock on the first trading day of the offering period or on the last day of the offering period.

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NANOSTRING TECHNOLOGIES, INC.
REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement registers additional shares of the Registrant's common stock to be issued pursuant to its 2013 Plan and 2013 ESPP. Accordingly, the contents of the previous Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the "**Commission**") on July 10, 2013 (File No. 333-189883) (the "**Previous Form S-8**"), including periodic reports filed after the Previous Form S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission are hereby incorporated by reference:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Commission on March 9, 2017;
- (2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "**Act**"), since the end of the fiscal year covered by the Registrant's Annual Report referred to in (1) above; and
- (3) The description of the Registrant's common stock contained in the Registration Statement on Form 8-A12B (File No. 001-35980) filed with the Commission on June 21, 2013, pursuant to Section 12(b) of the Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Act, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information furnished under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
4.1	Specimen Common Stock Certificate of the Registrant.	S-1/A	333-188704	4.1	June 13, 2013
4.2	2013 Equity Incentive Plan.	S-1/A	333-188704	10.5	June 13, 2013
4.3	Form of Notice of Stock Option Grant and Stock Option Agreement under the 2013 Equity Incentive Plan.	S-1/A	333-188704	10.6	June 13, 2013
4.4	Form of Notice of Restricted Stock Grant and Restricted Stock Agreement under the 2013 Equity Incentive Plan.	S-1/A	333-188704	10.7	June 13, 2013
4.5	Form of Notice of Restricted Stock Unit Grant and Restricted Stock Unit Agreement under the 2013 Equity Incentive Plan.	S-1/A	333-188704	10.8	June 13, 2013
4.6	2013 Employee Stock Purchase Plan.	S-1/A	333-188704	10.9	June 13, 2013
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.				
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.				
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto).				
24.1	Power of Attorney (contained on signature page hereto).				

INDEX TO EXHIBITS

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23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto).				
24.1	Power of Attorney (contained on signature page hereto).				

March 9, 2017

NanoString Technologies, Inc.
530 Fairview Avenue North
Seattle, Washington 98109

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by NanoString Technologies, Inc., a Delaware corporation, with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,291,656 shares of your common stock, par value \$0.0001 per share (the "Shares"), consisting of: (i) 1,076,380 shares of common stock to be issued under the 2013 Equity Incentive Plan; and (ii) 215,276 shares of common stock to be issued under the 2013 Employee Stock Purchase Plan (collectively, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of NanoString Technologies, Inc. of our report dated March 9, 2017 relating to the financial statements, which appears in NanoString Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016 .

/s/ PricewaterhouseCoopers LLP
Seattle, Washington
March 9, 2017