

NanoString Technologies Inc  
Form 8-K  
March 25, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): March 25, 2019

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NanoString Technologies, Inc.  
(Exact name of registrant as specified in its charter)

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Delaware                      001-35980    20-0094687  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

530 Fairview Avenue North  
Seattle, Washington 98109  
(Address of principal executive offices, including zip code)

(206) 378-6266  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02 Termination of a Material Definitive Agreement.

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On March 25, 2019, NanoString Technologies, Inc. (the “Company”) and Cowen and Company, LLC (“Cowen”) mutually terminated the Sales Agreement (the “Sales Agreement”) between the parties dated January 5, 2018. The Sales Agreement provided that the Company may sell shares of its Common Stock, from time to time, for up to \$40,000,000 in aggregate sales proceeds, through an “at the market” equity offering program under which Cowen acted as sales agent. No shares of the Company’s Common Stock were sold under the Sales Agreement that has been terminated.

The foregoing description of the Sales Agreement is not complete and is qualified in its entirety by reference to the full text of the Sales Agreement, a copy of which is filed as Exhibit 1.1 to the Company’s Current Report on Form 8-K filed with the SEC on January 8, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NanoString Technologies, Inc.

Date: March 25, 2019 By: /s/ R. Bradley Gray

R. Bradley Gray

President and Chief Executive Officer