KINGSLEY DOUGLAS A

Form 4

March 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NBGE Manager, LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) Proto Labs Inc [PRLB] 3. Date of Earliest Transaction

(Check all applicable)

C/O NORTH BRIDGE GROWTH

(Month/Day/Year) 02/29/2012

_X__ Director _X__ 10% Owner Officer (give title _ Other (specify

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) Tab	le I - Non-l	Derivative Sec	urities	s Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities appropriate of the control of the con	of (D)	red (A)	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)
Common Stock	02/29/2012		С	5,991,790	A	(1)	5,991,790	I	By North Bridge Growth Equity I, L.P. (2)
Common Stock	02/29/2012		P	430,000	A	\$ 16	6,421,790	I	By North Bridge Growth Equity I, L.P. (2)

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

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SEC 1474 (9-02)

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. Transactio Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	02/29/2012		C		427,985	<u>(1)</u>	(3)	Common Stock	5,991,790

Deletionships

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
NBGE Manager, LLC C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	X	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					
KINGSLEY DOUGLAS A C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	X						
NBGE GP, LLC C/O NORTH BRIDGE GROWTH EQUITY		X					

Reporting Owners 2

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 WALTHAM, MA 02454

X

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

X

Signatures

/c/ Catherine M. Verschelden, Attorney-in-Fact for NBGE Manager, LLC	03/01/2012
**Signature of Reporting Person	Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for Edward Anderson	03/01/2012
**Signature of Reporting Person	Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for Richard D'Amore	03/01/2012
**Signature of Reporting Person	Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for Douglas Kingsley	03/01/2012
**Signature of Reporting Person	Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for NBGE GP, LLC	03/01/2012
**Signature of Reporting Person	Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for North Bridge Growth Equity I, L.P.	03/01/2012
**Signature of Reporting Person	Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for North Bridge Growth Management, L.P.	03/01/2012
**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) Upon the closing of the Issuer's initial public offering, each of the 427,985 shares of Series A Preferred Stock automatically converted into shares of the Issuer's Common Stock on a 14-for-1 basis.
 - 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. Douglas Kingsley, a director of the Issuer,
- (2) is a founding managing director of NBGE GP, LLC. Shared voting and investment power over such shares is vested in the managers of NBGE, Edward Anderson and Richard D'Amore. Mr. Kingsley, 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.

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(3) The security does not have an expiration date.

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.