

KINGSLEY DOUGLAS A  
Form 4  
March 01, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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 \*  
NBGE Manager, LLC

(Last) (First) (Middle)

C/O NORTH BRIDGE GROWTH EQUITY, 950 WINTER STREET, SUITE 4600

(Street)

WALTHAM, MA 02454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Proto Labs Inc [PRLB]

3. Date of Earliest Transaction (Month/Day/Year)  
02/29/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/29/2012		C		5,991,790	A	Ⓣ 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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(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. 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	02/29/2012		C	427,985	<u>(1)</u> <u>(3)</u>	Common Stock 5,991,790

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		



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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.

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