

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Hebert Peter</u> (Last) (First) (Middle) <u>C/O LUX CAPITAL MANAGEMENT</u> <u>295 MADISON AVENUE, 24TH FLOOR</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EVERSPIN TECHNOLOGIES INC [MRAM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/13/2016		C		219,916	A	(1)	537,859	I	See Footnote ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	10/13/2016		C		118,606	A	(1)	656,465	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾
Common Stock	10/13/2016		C		131,719	A	\$6.4	788,184	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁶⁾
Common Stock	10/13/2016		C		89,946	A	\$6.4	878,130	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁷⁾
Common Stock	10/13/2016		P		137,420	A	\$8	1,015,550	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁸⁾

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	Amount or Number of Shares				
Series A Preferred Stock	(1)	10/13/2016		C			219,916	(1)	(1)	Common Stock	219,916	\$0.00	0	I	See Footnote ⁽⁹⁾
Series B Preferred Stock	(1)	10/13/2016		C			118,606	(1)	(1)	Common Stock	118,606	\$0.00	0	I	See Footnote ⁽¹⁰⁾
5% Convertible Subordinated Promissory Note	\$6.4	10/13/2016		C			\$814,399 ⁽¹¹⁾	(11)	(11)	Common Stock	131,719	\$0.00	0	I	See Footnote ⁽¹¹⁾
5% Convertible Subordinated Promissory Note	\$6.4	10/13/2016		C			\$570,037.52 ⁽¹²⁾	(12)	(12)	Common Stock	89,946	\$0.00	0	I	See Footnote ⁽¹²⁾

Explanation of Responses:

- The reported securities converted into shares of the Issuer's common stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- The shares are held as follows: 516,212 by Lux Ventures II, L.P. ("LVII") and 21,647 by Lux Ventures II Sidecar, L.P. ("Sidecar").
- Lux Venture Partners II, L.P. ("LVPII") is the general partner of LVII and Sidecar. Lux Venture Associates II, LLC ("LVAIL") is the sole member of LVAIL. Mr. Hebert is an individual manager of LCM LLC.
- LCM LLC, as sole member of LVAIL, may be deemed to share voting and investment powers for the shares held by LVII and Sidecar. Mr. Hebert disclaims beneficial ownership over the shares reported herein, and this report shall not be deemed an admission of beneficial ownership for the purposes of Section 16 or for any other purpose, except to the extent of his proportionate pecuniary interest therein.
- The shares are held as follows: 630,045 by LV II and 26,420 by Sidecar.
- The shares are held as follows: 756,463 by LV II and 31,721 by Sidecar.
- The shares are held as follows: 842,789 by LV II and 35,341 by Sidecar.
- The shares are held as follows: 974,678 by LV II and 40,872 by Sidecar.
- The shares were held as follows: 211,065 by LV II and 8,851 by Sidecar.
- The shares were held as follows: 113,833 by LV II and 4,773 by Sidecar.
- The notes were issued in the original principal amount of \$781,563.56 to LVII and \$32,775.44 to Sidecar. The outstanding principal and accrued interest on such notes automatically converted into shares of common stock of the Issuer immediately prior to the closing of the Issuer's initial public offering at a conversion rate equal to 80% of the initial public offering price. The notes bore interest at a rate of 5% per annum. The notes had accrued interest of \$27,515.32 for LVII and \$1,153.88 for Sidecar through October 12, 2016.
- The notes were issued in the original principal amount of \$547,094.52 to LVII and \$22,943.00 to Sidecar. The outstanding principal and accrued interest on such notes automatically converted into shares of common stock of the Issuer immediately prior to the closing of the Issuer's initial public offering at a conversion rate equal to 80% of the initial public offering price. The notes bore interest at a rate of 5% per annum. The notes had accrued interest of \$5,396.00 for LVII and \$226.29 for Sidecar through October 12, 2016.

Remarks:

/s/ Matt Hemington, attorney-in-
fact

10/17/2016

** 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.

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