

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

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>Lux Capital Management, LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2016	3. Issuer Name and Ticker or Trading Symbol <u>EVERSPIN TECHNOLOGIES INC</u> [<u>MRAM</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Last) (First) (Middle) 295 MADISON AVENUE, 24TH FLOOR			
(Street) NEW YORK NY 10017			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	317,943	I	See Footnote ⁽¹⁾⁽²⁾⁽³⁾

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(4)	(4)	Common Stock	219,916	(4)	I	See Footnote ⁽²⁾⁽³⁾⁽⁵⁾
Series B Preferred Stock	(4)	(4)	Common Stock	118,606	(4)	I	See Footnote ⁽²⁾⁽³⁾⁽⁶⁾
5% Convertible Subordinated Promissory Note	(7)	(7)	Common Stock	(7)	(7)	I	See Footnote ⁽²⁾⁽³⁾⁽⁷⁾
5% Convertible Subordinated Promissory Note	(8)	(8)	Common Stock	(8)	(8)	I	See Footnote ⁽²⁾⁽³⁾⁽⁸⁾

1. Name and Address of Reporting Person* <u>Lux Capital Management, LLC</u>
(Last) (First) (Middle) 295 MADISON AVENUE, 24TH FLOOR
(Street) NEW YORK NY 10017
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Lux Venture Associates II, LLC</u>
(Last) (First) (Middle) 295 MADISON AVENUE, 24TH FLOOR
(Street) NEW YORK NY 10017
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Lux Venture Partners II, L.P.</u>
(Last) (First) (Middle) 295 MADISON AVENUE, 24TH FLOOR

(Street)
NEW YORKNY10017

(City)(State)(Zip)

1. Name and Address of Reporting Person*
[Lux Ventures II Sidecar LP](#)

(Last)(First)(Middle)
295 MADISON AVENUE, 24TH FLOOR

(Street)
NEW YORKNY10017

(City)(State)(Zip)

1. Name and Address of Reporting Person*
[Lux Ventures II, L.P.](#)

(Last)(First)(Middle)
295 MADISON AVENUE, 24TH FLOOR

(Street)
NEW YORKNY10017

(City)(State)(Zip)

Explanation of Responses:

1. The shares are held as follows: 305,147 by Lux Ventures II, L.P. ("LV-II") and 12,796 by Lux Ventures II Sidecar, L.P. ("Sidecar").
2. Lux Venture Partners II, L.P. ("LVP-II") is the general partner of LV-II and Sidecar. Lux Venture Associates II, LLC ("LVA-II") is the general partner of LVP-II and Lux Capital Management, LLC ("LCM LLC") is the sole member of LVA-II. Joshua Wolfe and Peter Hebert are the individual managers of LCM LLC (the "Individual Managers"). LVP-II and LCM LLC disclaim beneficial ownership of such shares, and this report shall not be deemed admission of beneficial ownership of such shares for purposes of Section 16 or for any other purpose, except to the extent of their proportionate pecuniary interests therein.
3. LCM LLC, as sole member of LVA-II, may be deemed to share voting and investment powers for the shares held by LV-II and Sidecar. As one of three individual managers, each Individual Manager disclaims beneficial ownership over the shares reported herein, and in all events disclaims beneficial ownership, 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 their proportionate pecuniary interests therein.
4. The reported securities are convertible at any time on a one-for-one basis, in whole or in part, at the option of the holder, have no expiration date, and will convert into shares of common stock immediately prior to the closing of the Issuer's initial public offering.
5. The shares are held as follows: 211,065 by LV II and 8,851 by Sidecar.
6. The shares are held as follows: 113,833 by LV II and 4,773 by Sidecar.
7. The notes were issued in the original principal amount of \$781,563.56 to LV-II and \$32,775.44 to Sidecar. The outstanding principal and accrued interest on such notes will automatically convert 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 bear interest at a rate of 5% per annum. The notes have accrued interest of \$26,872.94 for LV-II and \$1,126.94 for Sidecar to date and will continue to accrue interest until conversion. The notes have no expiration date.
8. The notes were issued in the original principal amount of \$547,094.52 to LV-II and \$22,943.00 to Sidecar. The outstanding principal and accrued interest on such notes will automatically convert 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 bear interest at a rate of 5% per annum. The notes have accrued interest of \$4,946.33 for LV-II and \$207.43 for Sidecar to date and will continue to accrue interest until conversion. The notes have no expiration date.

Remarks:

[/s/ Jeff Winzeler attorney-in-fact for Lux Capital Management, LLC](#)

10/07/2016

[/s/ Jeff Winzeler attorney-in-fact for Lux Venture Associates II, LLC](#)

10/07/2016

[/s/ Jeff Winzeler attorney-in-fact for Lux Venture Partners II, L.P.](#)

10/07/2016

[/s/ Jeff Winzeler attorney-in-fact for Lux Ventures II Sidecar, L.P.](#)

10/07/2016

[/s/ Jeff Winzeler attorney-in-fact for Lux Ventures II, L.P.](#)

10/07/2016

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Phillip LoPresti, Jeff Winzeler and Matt Hemington, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of Everspin Technologies, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of October, 2016.

LUX VENTURES II, L.P.

By Lux Venture Partners II, L.P.
its General Partner

By Lux Venture Associates II, LLC
its General Partner

By Lux Capital Management, LLC
its Sole Member

By /s/ Peter Hebert
Name Peter Hebert
Title Managing Director

LUX VENTURES II SIDECAR, L.P.

By Lux Venture Partners II, L.P.
its General Partner

By: Lux Venture Associates II, LLC
its General Partner

By Lux Capital Management, LLC
its Sole Member

By /s/ Peter Hebert
Name: Peter Hebert
Title: Managing Director

LUX VENTURE PARTNERS II, L.P.

By Lux Venture Associates II, LLC
its General Partner

By Lux Capital Management, LLC
its Sole Member

By /s/ Peter Hebert
Name: Peter Hebert
Title : Managing Director

LUX VENTURE ASSOCIATES II, LLC

By Lux Capital Management, LLC
its Sole Member

By /s/ Peter Hebert
Name Peter Hebert
Title Managing Director

LUX CAPITAL MANAGEMENT, LLC

By /s/ Peter Herbert
Name Peter Hebert
Title Managing Director