

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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).

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>Sigma Partners 8 LP</u> (Last) (First) (Middle) 2105 S. BASCOM AVENUE, SUITE 370 (Street) CAMPBELL CA 95008 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/13/2016	
		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

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		268,599 ⁽¹⁾	A	(2)	656,927	I	See footnote ⁽³⁾
Common Stock	10/13/2016		C		144,863 ⁽⁴⁾	A	(2)	801,790	I	See footnote ⁽³⁾
Common Stock	10/13/2016		C		160,878 ⁽⁵⁾	A	\$6.4	962,668	I	See footnote ⁽³⁾
Common Stock	10/13/2016		C		109,857 ⁽⁶⁾	A	\$6.4	1,072,525	I	See footnote ⁽³⁾
Common Stock	10/13/2016		P		167,841 ⁽⁷⁾	A	\$8	1,240,366	I	see footnote ⁽³⁾

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	(2)	10/13/2016		C		268,599		(2)	(2)	Common Stock	268,599	\$0.00	0	I	See footnote ⁽³⁾
Series B Preferred Stock	(2)	10/13/2016		C		144,863		(2)	(2)	Common Stock	144,863	\$0.00	0	I	See footnote ⁽³⁾
5% Convertible Subordinated Promissory Note	\$6.4	10/13/2016		C		\$994,612 ⁽⁸⁾		(8)	(8)	Common Stock	160,878	\$0.00	0	I	See footnote ⁽³⁾
5% Convertible Subordinated Promissory Note	\$6.4	10/13/2016		C		\$696,228 ⁽⁹⁾		(9)	(9)	Common Stock	109,857	\$0.00	0	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person*
Sigma Partners 8 LP

 (Last) (First) (Middle)
 2105 S. BASCOM AVENUE, SUITE 370

 (Street)
 CAMPBELL CA 95008

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sigma Associates 8, L.P.

(Last)	(First)	(Middle)
2105 S. BASCOM AVENUE, SUITE 370		
(Street)		
CAMPBELL	CA	95008
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*

[Sigma Investors 8, L.P.](#)

(Last)	(First)	(Middle)
2105 S. BASCOM AVENUE, SUITE 370		
(Street)		
CAMPBELL	CA	95008
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*

[Sigma Management 8, L.L.C.](#)

(Last)	(First)	(Middle)
2105 S. BASCOM AVENUE, SUITE 370		
(Street)		
CAMPBELL	CA	95008
(City)		
(State)	(Zip)	

Explanation of Responses:

- Includes 256,176 shares held by Sigma Partners 8, L.P., 9,582 shares held by Sigma Associates 8, L.P. and 2,841 shares held by Sigma Investors 8, L.P. Sigma Management 8, L.L.C. is the general partner of Sigma Associates 8, L.P., Sigma Investors 8, L.P. and Sigma Partners 8, L.P. (collectively, the "Sigma Funds"). Sigma Management 8, L.L.C. has sole voting and investment power. Robert Davoli, Fahri Diner, Paul Flanagan, Gregory Gretsche, John Mandile, Peter Solvik, Robert Spinner and Wade Woodson, as managing members of Sigma Management 8, L.L.C., share this power.
- 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 held by Sigma Partners 8, L.P., Sigma Associates 8, L.P. and Sigma Investors 8, L.P. Sigma Management 8, L.L.C. is the general partner of Sigma Associates 8, L.P., Sigma Investors 8, L.P. and Sigma Partners 8, L.P. (collectively, the "Sigma Funds"). Sigma Management 8, L.L.C. has sole voting and investment power. Robert Davoli, Fahri Diner, Paul Flanagan, Gregory Gretsche, John Mandile, Peter Solvik, Robert Spinner and Wade Woodson, as managing members of Sigma Management 8, L.L.C., share this power.
- Includes 138,948 shares held by Sigma Partners 8, L.P., 4,439 shares held by Sigma Associates 8, L.P. and 1,476 shares held by Sigma Investors 8, L.P. Sigma Management 8, L.L.C. has sole voting and investment power. Robert Davoli, Fahri Diner, Paul Flanagan, Gregory Gretsche, John Mandile, Peter Solvik, Robert Spinner and Wade Woodson, as managing members of Sigma Management 8, L.L.C., share this power.
- Includes 154,371 shares held by Sigma Partners 8, L.P., 4,879 shares held by Sigma Associates 8, L.P. and 1,628 shares held by Sigma Investors 8, L.P. Sigma Management 8, L.L.C. is the general partner of Sigma Associates 8, L.P., Sigma Investors 8, L.P. and Sigma Partners 8, L.P. (collectively, the "Sigma Funds"). Sigma Management 8, L.L.C. has sole voting and investment power. Robert Davoli, Fahri Diner, Paul Flanagan, Gregory Gretsche, John Mandile, Peter Solvik, Robert Spinner and Wade Woodson, as managing members of Sigma Management 8, L.L.C., share this power.
- Includes 105,414 shares held by Sigma Partners 8, L.P., 3,331 shares held by Sigma Associates 8, L.P. and 1,112 shares held by Sigma Investors 8, L.P. Sigma Management 8, L.L.C. is the general partner of Sigma Associates 8, L.P., Sigma Investors 8, L.P. and Sigma Partners 8, L.P. (collectively, the "Sigma Funds"). Sigma Management 8, L.L.C. has sole voting and investment power. Robert Davoli, Fahri Diner, Paul Flanagan, Gregory Gretsche, John Mandile, Peter Solvik, Robert Spinner and Wade Woodson, as managing members of Sigma Management 8, L.L.C., share this power.
- Includes 161,052 shares held by Sigma Partners 8, L.P., 5,090 shares held by Sigma Associates 8, L.P. and 1,699 shares held by Sigma Investors 8, L.P. Sigma Management 8, L.L.C. is the general partner of Sigma Associates 8, L.P., Sigma Investors 8, L.P. and Sigma Partners 8, L.P. (collectively, the "Sigma Funds"). Sigma Management 8, L.L.C. has sole voting and investment power. Robert Davoli, Fahri Diner, Paul Flanagan, Gregory Gretsche, John Mandile, Peter Solvik, Robert Spinner and Wade Woodson, as managing members of Sigma Management 8, L.L.C., share this power.
- The notes were issued in the original principal amount of \$954,379.44 to Sigma Partners 8, L.P., \$30,163.90 to Sigma Associates 8, L.P. and \$10,068.66 to Sigma Investors 8, L.P. 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 \$33,599.39 to Sigma Partners 8, L.P., \$1,061.93 to Sigma Associates 8, L.P. and \$354.47 to Sigma Investors 8, L.P. through October 2, 2016. Sigma Management 8, L.L.C. has sole voting and investment power. Robert Davoli, Fahri Diner, Paul Flanagan, Gregory Gretsche, John Mandile, Peter Solvik, Robert Spinner and Wade Woodson, as managing members of Sigma Management 8, L.L.C., share this power.
- The notes were issued in the original principal amount of \$668,066.03 to Sigma Partners 8, L.P., \$21,114.74 to Sigma Associates 8, L.P. and \$7,048.07 to Sigma Investors 8, L.P. 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 note had accrued interest of \$6,589.14 to Sigma Partners 8, L.P., \$208.25 to Sigma Associates 8, L.P. and \$69.52 to Sigma Investors 8, L.P. through October 12, 2016. Sigma Management 8, L.L.C. has sole voting and investment power. Robert Davoli, Fahri Diner, Paul Flanagan, Gregory Gretsche, John Mandile, Peter Solvik, Robert Spinner and Wade Woodson, as managing members of Sigma Management 8, L.L.C., share this power.

Remarks:

/s/ Gregory Gretsche 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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