

**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>Sigma Partners 8 LP</u>  (Last) (First) (Middle) 2105 S. BASCOM AVENUE SUITE 370  (Street) CAMPBELL CA 95008  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2016	3. Issuer Name and Ticker or Trading Symbol <u>EVERSPIN TECHNOLOGIES INC [ 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)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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	388,328 <sup>(1)</sup>	I	See footnote 1 <sup>(1)</sup>

**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				
Series A Preferred Stock	(2)	(2)	Common Stock 268,599 <sup>(3)</sup>	(2)	I	see footnote 3 <sup>(3)</sup>
Series B Preferred Stock	(2)	(2)	Common Stock 144,863 <sup>(4)</sup>	(2)	I	see footnote 4 <sup>(4)</sup>
5% Convertible Subordinated Promissory Note	(5)	(5)	Common Stock (5)	(5)	I	see footnote 5 <sup>(5)</sup>
5% Convertible Subordinated Promissory Note	(6)	(6)	Common Stock (6)	(6)	I	see footnote 6 <sup>(6)</sup>

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)
1. Name and Address of Reporting Person* <u>Sigma Management 8, L.L.C.</u>  (Last) (First) (Middle) 2105 S. BASCOM AVENUE SUITE 370  (Street) CAMPBELL CA 95008  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Sigma Associates 8, L.P.</u>  (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)

**Explanation of Responses:**

1. Includes 372,465 shares held by Sigma Partners 8, L.P., 11,903 shares held by Sigma Associates 8, L.P. and 3,960 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.
2. 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.
3. 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. 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.
4. 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.
5. 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 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. Notes bear interest at a rate of 5% per annum. The notes have accrued interest of \$32,945.70 to Sigma Partners 8, L.P., \$1,041.27 to Sigma Associates 8, L.P. and \$347.58 to Sigma Investors 8, L.P. to date and will continue to accrue interest until conversion. The note has no expiration date. 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.
6. 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 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 \$6,131.56 to Sigma Partners 8, L.P., \$193.79 to Sigma Associates 8, L.P. and \$64.69 to Sigma Investors 8, L.P. to date and will continue to accrue interest until conversion. The note has no expiration date. 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

10/07/2016

\*\* 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.