

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

1. Name and Address of Reporting Person* <u>Socolof Stephen</u> (Last) (First) (Middle) C/O EVERSPIN TECHNOLOGIES, INC. 1347 N. ALMA SCHOOL ROAD, SUITE 220 (Street) CHANDLER AZ 85224 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/13/2016	
	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 <input 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		503,625	A	(1)	1,231,740	I	See Footnote ⁽²⁾⁽³⁾
Common Stock	10/13/2016		C		271,619	A	(1)	1,503,359	I	See Footnote ⁽³⁾⁽⁴⁾
Common Stock	10/13/2016		C		301,648	A	\$6.4	1,805,007	I	See Footnote ⁽³⁾⁽⁵⁾
Common Stock	10/13/2016		C		205,984	A	\$6.4	2,010,991	I	See Footnote ⁽³⁾⁽⁶⁾
Common Stock	10/13/2016		P		250,000	A	\$8	2,260,991	I	See Footnote ⁽³⁾⁽⁷⁾

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		503,625		(1)	(1)	Common Stock	503,625	\$0.00	0	I	See Footnote ⁽⁸⁾
Series B Preferred Stock	(1)	10/13/2016		C		271,619		(1)	(1)	Common Stock	271,619	\$0.00	0	I	See Footnote ⁽⁹⁾
5% Convertible Subordinated Promissory Note	\$6.4	10/13/2016		C		\$1,864,899 ⁽¹⁰⁾		(10)	(10)	Common Stock	301,648	\$0.00	0	I	See Footnote ⁽¹⁰⁾
5% Convertible Subordinated Promissory Note	\$6.4	10/13/2016		C		\$1,305,429.91 ⁽¹¹⁾		(11)	(11)	Common Stock	205,984	\$0.00	0	I	See Footnote ⁽¹¹⁾

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: 1,071,079 by NV Partners IV, L.P. ("NV IV") and 160,661 by NV Partners IVCLP. ("NVI VC").
- NVPG IV LLC ("NVPG") is the general partner of NV IV and NV IVC. Mr. Socolof is an individual managing member of NVPG. Mr. Socolof 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: 1,307,270 by NV IV and 196,089 by NVIVC.
- The shares are held as follows: 1,569,573 by NV IV and 235,434 by NVIVC.
- The shares are held as follows: 1,748,690 by NV IV and 262,301 by NVIVC.
- The shares are held as follows: 1,966,081 by NV IV and 294,910 by NVIVC.
- The shares were held as follows: 437,935 by NV IV and 65,690 by NV IVC.
- The shares were held as follows: 236,191 by NV IV and 35,428 by NV IVC.
- The notes were issued in the original principal amount of \$1,621,651.27 to NV IV and \$243,247.73 to NV IVC. 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 \$57,091.01 for NV IV and \$8,563.65 for NV IVC through October 12, 2016.
- The notes were issued in the original principal amount of \$1,135,156.42 to NV IV and \$170,273.49 to NV IVC. 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 \$11,196.06 for NV IV and \$1,679.41 for NV IVC through October 12, 2016.

Remarks:

/s/ Matt Hemington, attorney-in- 10/17/2016

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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