

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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* <b>TATE GEOFFREY</b>  (Last) (First) (Middle) <b>C/O EVERSPIN TECHNOLOGIES, INC.</b> <b>1347 N. ALMA SCHOOL ROAD, SUITE 220</b>  (Street) <b>CHANDLER AZ 85224</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EVERSPIN TECHNOLOGIES INC [ MRAM ]</b>	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) <b>10/13/2016</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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		22,383	A	(1)	54,743	I	By Trust <sup>(2)</sup>
Common Stock	10/13/2016		C		12,071	A	(1)	66,814	I	By Trust <sup>(2)</sup>
Common Stock	10/13/2016		C		13,406	A	\$6.4	80,220	I	By Trust <sup>(2)</sup>
Common Stock	10/13/2016		C		9,154	A	\$6.4	89,374	I	By Trust <sup>(2)</sup>
Common Stock	10/13/2016		P		13,986	A	\$8	103,360	I	By Trust <sup>(2)</sup>

**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
Series A Preferred Stock	(1)	10/13/2016		C			22,383	(1)	(1)	Common Stock	22,383	\$0.00	0	D	
Series B Preferred Stock	(1)	10/13/2016		C			12,071	(1)	(1)	Common Stock	12,071	\$0.00	0	D	
5% Convertible Subordinated Promissory Note	\$6.4	10/13/2016		C			\$82,884 <sup>(3)</sup>	(3)	(3)	Common Stock	13,406	\$0.00	0	D	
5% Convertible Subordinated Promissory Note	\$6.4	10/13/2016		C			\$58,018.72 <sup>(4)</sup>	(4)	(4)	Common Stock	9,154	\$0.00	0	D	

**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 by the Tate Family Trust Dated 09/30/98, of which Mr. Tate is a trustee.
- The note was issued in the original principal amount of \$82,884. The outstanding principal and accrued interest on such note 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 note bore interest at a rate of 5% per annum. The note had accrued interest of \$2,917.97 through October 12, 2016.
- The note was issued in the original principal amount of \$58,018.72. The outstanding principal and accrued interest on such note 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 note bore interest at a rate of 5% per annum. The note had accrued interest of \$572.24 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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