

DAMORE RICHARD A
 Form 4
 August 24, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 NBGE Manager, LLC

(Last) (First) (Middle)

C/O NORTH BRIDGE GROWTH EQUITY, 950 WINTER STREET, SUITE 4600

(Street)

WALTHAM, MA 02454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Proto Labs Inc [PRLB]

3. Date of Earliest Transaction (Month/Day/Year)
 08/22/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X 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	08/22/2012		J ⁽¹⁾		1,600,000	D	\$ 0
					4,821,790	I	
Common Stock					1,126	D	⁽³⁾
Common Stock					610	D	⁽⁴⁾
Common					585	I	By Angel

By North Bridge Growth Equity I, L.P. ⁽²⁾

Stock

2011
Dynasty
Trust ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NBGE Manager, LLC C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454		X		
NBGE GP, LLC C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454		X		
NORTH BRIDGE GROWTH EQUITY I LP C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454		X		
North Bridge Growth Management, L.P. C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600		X		

WALTHAM, MA 02454

ANDERSON EDWARD T
C/O NORTH BRIDGE GROWTH EQUITY X
950 WINTER STREET, SUITE 4600
WALTHAM, MA 02454

DAMORE RICHARD A
C/O NORTH BRIDGE GROWTH EQUITY X
950 WINTER STREET, SUITE 4600
WALTHAM, MA 02454

Signatures

/s/ Julie M. Regnier, Attorney-in-Fact for NBGE Manager, LLC	08/24/2012
**Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for NBGE GP, LLC	08/24/2012
**Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for North Bridge Growth Equity I, L.P.	08/24/2012
**Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for North Bridge Growth Management, L.P.	08/24/2012
**Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for Edward Anderson	08/24/2012
**Signature of Reporting Person	Date
Julie M. Regnier, Attorney-in-Fact for Richard D'Amore	08/24/2012
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) The transaction reported on this Form 4 represents a pro rata distribution, and not a purchase or sale of securities, by North Bridge Growth Equity I, L.P. to its general and limited partners without consideration.

Represents shares held directly by North Bridge Growth Equity I, L.P. NBGE Manager, LLC ("NBGE") is the managing manager of NBGE GP, LLC, which is the sole general partner of North Bridge Growth Management, L.P., which is the sole general partner of North Bridge Growth Equity I, L.P. NBGE has sole vesting and dispositive power over such shares. Shared voting and investment power over such shares is vested in the managers of NBGE, Edward Anderson and Richard D'Amore. Mr. Anderson and Mr. D'Amore each disclaim any beneficial ownership of such shares, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that any of the reporting persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (2) Represents shares held of record by Mr. Anderson received in connection with the pro rata distribution from North Bridge Growth Equity I, L.P. referenced in footnote 1 above.
 - (3) Represents shares held of record by Mr. D'Amore received in connection with the pro rata distribution from North Bridge Growth Equity I, L.P. referenced in footnote 1 above.
 - (4) Represents shares held of record by a trust for the benefit of certain of Mr. Anderson's immediate family members which were received in connection with the pro rata distribution from North Bridge Growth Equity I, L.P. referenced in footnote 1 above. Mr. Anderson's immediate family member is the trustee of the trust. Mr. Anderson disclaims beneficial ownership of these shares, and the filing of this report is not an admission that Mr. Anderson is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

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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