

DAMORE RICHARD A

Form 4

November 21, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

11/21/2012

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/21/2012		S		1,417,500	D	\$ 31 3,404,290
Common Stock							1,126
Common Stock							610
Common							585

By North
Bridge
Growth
Equity I,
L.P. ⁽¹⁾

D ⁽²⁾

D ⁽³⁾

By Angel

Stock

2011
Dynasty
Trust ⁽⁴⁾

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

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 control number.SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

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

X

DAMORE RICHARD A
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

X

WALTHAM, MA 02454

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
WALTHAM, MA 02454 X

Signatures

/s/ Julie M. Regnier, Attorney-in-Fact for NBGE Manager, LLC	11/21/2012
__Signature of Reporting Person	Date
/s/ Julie M. Regnier, Attorney-in-Fact for Edward Anderson	11/21/2012
__Signature of Reporting Person	Date
/s/ Julie M. Regnier, Attorney-in-Fact for Richard D'Amore	11/21/2012
__Signature of Reporting Person	Date
/s/ Julie M. Regnier, Attorney-in-Fact for NBGE GP, LLC	11/21/2012
__Signature of Reporting Person	Date
/s/ Julie M. Regnier, Attorney-in-Fact for North Bridge Growth Equity I, L.P.	11/21/2012
__Signature of Reporting Person	Date
/s/ Julie M. Regnier, Attorney-in-Fact for North Bridge Growth Management, L.P.	11/21/2012
__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).

- 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.
- (1) Represents shares held of record by Mr. Anderson.
 - (2) Represents shares held of record by Mr. D'Amore.

- (3) Represents shares held of record by a trust for the benefit of certain of Mr. Anderson's immediate family members. 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.