

KINGSLEY DOUGLAS A
 Form 3
 February 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/23/2012

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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

(Street)

WALTHAM, ^ MA ^ 02454

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)

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

SEC 1473 (7-02)

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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 of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

Date Exercisable Date Expiration Title Amount or Number of

Series A Preferred Stock	Â (1)	Â (2)	Common Stock	5,991,790	\$ (1)	I	or Indirect (I) (Instr. 5)	By North Bridge Growth Equity I, L.P. (3)
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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	Â X	Â X	Â	Â
ANDERSON EDWARD T C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	Â	Â X	Â	Â
DAMORE RICHARD A C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	Â	Â X	Â	Â
NBGE GP, LLC C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	Â	Â X	Â	Â
North Bridge Growth Management, L.P. C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	Â	Â X	Â	Â
NORTH BRIDGE GROWTH EQUITY I LP C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	Â	Â X	Â	Â
KINGSLEY DOUGLAS A C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454	Â X	Â	Â	Â

Signatures

/s/ Catherine M. Verschelden,
Attorney-in-Fact for NBGE Manager,
LLC

02/23/2012

**Signature of Reporting Person

Date

/s/ Catherine M. Verschelden, Attorney-in-Fact for Edward Anderson	02/23/2012	
__Signature of Reporting Person		Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for Richard D'Amore	02/23/2012	
__Signature of Reporting Person		Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for NBGE GP, LLC	02/23/2012	
__Signature of Reporting Person		Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for North Bridge Growth Management, L.P.	02/23/2012	
__Signature of Reporting Person		Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for North Bridge Growth Equity I, L.P.	02/23/2012	
__Signature of Reporting Person		Date
/s/ Catherine M. Verschelden, Attorney-in-Fact for Douglas Kingsley	02/23/2012	
__Signature of Reporting Person		Date

Explanation of Responses:

* 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).

Each of the 427,985 shares of Series A Preferred Stock is convertible at any time at the option of the holder, and will automatically convert into shares of the Issuer's Common Stock on a 14-for-1 basis in connection with the closing of the Issuer's initial public offering.

(1) The number of shares of Common Stock reported on this Form 3 reflects the conversion of all shares of Series A Preferred Stock into shares of Common Stock on a 14-for-1 basis.

(2) The security does not have an expiration date.

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. Douglas Kingsley, a director of the Issuer, is

(3) a founding managing director of NBGE GP, LLC. Shared voting and investment power over such shares is vested in the managers of NBGE, Edward Anderson and Richard D'Amore. Mr. Kingsley, 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.

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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