

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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person *
KINGSLEY DOUGLAS A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

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

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

WALTHAM, MA 02454

(City) (State) (Zip)

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		<u>J</u> ⁽¹⁾		4,976	A \$ 0	4,976	D	
Common Stock							4,821,790	I	By North Bridge Growth Equity I, L.P. ⁽²⁾

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Reported Transaction (Instr. 10)
				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

KINGSLEY DOUGLAS A
C/O NORTH BRIDGE GROWTH EQUITY
950 WINTER STREET, SUITE 4600
WALTHAM, MA 02454

X

Signatures

/s/ Julie M. Regnier, Attorney-in-Fact for Douglas
Kingsley

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).

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 Douglas Kingsley without consideration. Mr. Kingsley is a director of Proto Labs, Inc. (the "Issuer") and filed joint Section 16 reports with NBGE Manager, LLC ("NBGE"), NBGE GP, LLC, North Bridge Growth Management, L.P. and North

- (1) Bridge Growth Equity I, L.P. with the SEC on February 23, 2012 and March 1, 2012 pursuant to which it was reported that North Bridge Growth Equity I, L.P. beneficially held 5,991,790 shares of the Issuer's common stock acquired upon conversion of the Issuer's Series A Preferred Stock, and in which reports Mr. Kingsley disclaimed any beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) Represents shares held directly by North Bridge Growth Equity I, L.P. 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. Mr. Kingsley, a director of the Issuer, is 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 disclaims any beneficial ownership of such shares, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section

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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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