**NUVASIVE INC** Form 4

December 15, 2014

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31,

0.5

Expires:

**OMB** 

Number:

2005 Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

**SECURITIES** 

1(b).

(Last)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \* Valentine Keith

(First)

(Street)

(Middle)

Symbol

5. Relationship of Reporting Person(s) to Issuer

NUVASIVE INC [NUVA]

2. Issuer Name and Ticker or Trading

10% Owner

(Check all applicable)

7475 LUSK BLVD.

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

12/11/2014

X\_ Officer (give title \_ Other (specify below) below)

COO

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

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

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### SAN DIEGO, CA 92121

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sposed of (D) 4 and 5)  (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	rurities Ownership neficially Form: Direct rued (D) or lowing Indirect (I) ported (Instr. 4) nsaction(s)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/11/2014		M	18,466	A	\$ 18.31	88,702 (1)	D	
Common Stock	12/11/2014		F	7,274 (2)	D	\$ 46.48	81,428 (1)	D	
Common Stock	12/11/2014		M	5,786	A	\$ 23.24	87,214 <u>(1)</u>	D	
Common Stock	12/11/2014		F	2,893 (2)	D	\$ 46.48	84,321 (1)	D	
Common Stock	12/11/2014		M	3,271	A	\$ 38.94	87,592 <u>(1)</u>	D	

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Common Stock	12/11/2014	F	2,740 (2)	D	\$ 46.48	84,852 (1)	D
Common Stock	12/11/2014	M	2,871	A	\$ 34.82	87,723 (1)	D
Common Stock	12/11/2014	F	2,150 (2)	D	\$ 46.48	85,573 <u>(1)</u>	D
Common Stock	12/11/2014	M	3,048	A	\$ 32.8	88,621 (1)	D
Common Stock	12/11/2014	F	2,150 (2)	D	\$ 46.48	86,471 <u>(1)</u>	D

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.31	12/11/2014		M	18,466	(3)	01/03/2016	Common Stock	18,466
Employee Stock Option (Right to Buy)	\$ 23.24	12/11/2014		M	5,786	<u>(4)</u>	01/16/2017	Common Stock	5,786
Employee Stock Option (Right to Buy)	\$ 38.94	12/11/2014		M	3,271	(5)	01/04/2018	Common Stock	3,271
•	\$ 34.82	12/11/2014		M	2,871	<u>(6)</u>	01/02/2019		2,871

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Employee Stock Option (Right to Buy)							Common Stock	
Employee Stock Option (Right to Buy)	\$ 32.8	12/11/2014	М	3,048	<u>(7)</u>	01/04/2020	Common Stock	3,048

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Valentine Keith
7475 LUSK BLVD.
SAN DIEGO, CA 92121

### **Signatures**

/s/ Jason M. Hannon, Attorney-in-Fact for Keith C. Valentine 12/15/2014

\*\*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) Shares directly held by the Reporting Person. The Reporting Person also holds conditional rights to receive or purchase (as appropriate) shares pursuant to previously disclosed Company equity awards.
- (2) Payment of exercise price by the Reporting Person via tender of shares held outright by the Reporting Person back to the Issuer incident to the respective option exercise.
- The option, representing a right to purchase a total of 18,466 shares, became exercisable as follows: 25% of the shares vested on January (3) 3, 2007; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 3, 2010, subject to continued employment through each vesting period.
- The option, representing a right to purchase a total of 5,786 shares, became exercisable as follows: 25% of the shares vested on January (4) 17, 2008; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 16, 2011, subject to continued employment through each vesting period.
- The option, representing a right to purchase a total of 3,271 shares, became exercisable as follows: 25% of the shares vested on January 4, (5) 2009; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 4, 2012, subject to continued employment through each vesting period.
- The option, representing a right to purchase a total of 2,871 shares, became exercisable as follows: 25% of the shares vested on January 2, (6) 2010; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 2, 2013, subject to continued employment through each vesting period.
- The option, representing a right to purchase a total of 3,048 shares, became exercisable as follows: 25% of the shares vested on January 4, (7) 2011; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 4, 2014, subject to continued employment through each vesting period.

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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