

NUVASIVE INC
Form 4
February 03, 2015

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 *
Miles Patrick

(Last) (First) (Middle)
7475 LUSK BLVD.
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUVASIVE INC [NUVA]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and COO

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 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	(D)	Price
Common Stock	02/01/2015		A		48,115	A	\$ 0 ⁽¹⁾
Common Stock	02/01/2015		F		25,106 ⁽³⁾	D	\$ 46.32
Common Stock	02/01/2015		A		12,021	A	\$ 0 ⁽⁴⁾
Common Stock	02/01/2015		F		6,272 ⁽⁵⁾	D	\$ 46.32
Common Stock	02/01/2015		A		9,165	A	\$ 0 ⁽⁶⁾

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Common Stock	02/01/2015	F	<u>4,782</u> (7)	D	\$ 46.32	82,114 ⁽²⁾	D
Common Stock	02/01/2015	A	5,304	A	\$ 0 ⁽⁸⁾	87,418 ⁽²⁾	D
Common Stock	02/01/2015	F	<u>2,767</u> (9)	D	\$ 46.32	84,651 ⁽²⁾	D
Common Stock	02/02/2015	M	9,491	A	\$ 26.62	94,142 ⁽²⁾	D
Common Stock	02/02/2015	F	<u>7,582</u> (10)	D	\$ 45.93	86,560 ⁽²⁾	D
Common Stock	02/02/2015	M	22,396	A	\$ 27.46	108,956 ⁽²⁾	D
Common Stock	02/02/2015	F	<u>18,088</u> (10)	D	\$ 45.93	90,868 ⁽²⁾	D
Common Stock	02/02/2015	M	64,246	A	\$ 32.8	155,114 ⁽²⁾	D
Common Stock	02/02/2015	F	<u>55,463</u> (10)	D	\$ 45.93	99,651 ⁽²⁾	D
Common Stock	02/03/2015	S	<u>15,000</u> (11)	D	\$ 45.5335 <u>(12)</u>	84,651 ⁽²⁾	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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to	\$ 26.62	02/02/2015		M	9,491	<u>(13)</u>	01/03/2021	Common Stock	9,491

Buy)

Employee

Stock

Option	\$ 27.46	02/02/2015	M	22,396	(14)	01/28/2021	Common Stock	22,396
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(Right to
Buy)

Employee

Stock

Option	\$ 32.8	02/02/2015	M	64,246	(15)	01/04/2020	Common Stock	64,246
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(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miles Patrick 7475 LUSK BLVD. SAN DIEGO, CA 92121			President and COO	

Signatures

/s/ Jason M. Hannon, Attorney-in-Fact for Patrick S.
Miles

02/03/2015

**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) Settlement of the remaining one-half of the Performance Restricted Stock Units (PRSUs) granted on March 1, 2013. The performance criteria for such PRSUs was confirmed by the Issuer's Compensation Committee on January 24, 2014.
- (2) 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.
- (3) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of PRSUs dated March 1, 2013.
- (4) Settlement of vested shares under Restricted Stock Unit grant dated February 13, 2012.
- (5) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated February 13, 2012.
- (6) Settlement of vested shares under Restricted Stock Unit grant dated February 26, 2013.
- (7) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated February 26, 2013.
- (8) Settlement of vested shares under Restricted Stock Unit grant dated February 19, 2014.
- (9) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated February 19, 2014.
- (10) Payment of exercise price and tax liability by Issuer's withholding of shares incident to the respective option exercise.
- (11)

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The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on November 7, 2014, which is intended to comply with Rule 10b5-1.

Weighted average from 54 transactions with prices ranging from \$45.2100 to \$45.9750. Upon request by the Commission staff, the

- (12) Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares sold at each separate price.

The option, representing a right to purchase a total of 91,248 shares, became exercisable as follows: 25% of the shares vested on January 3, 2012; 1/48th of the remaining shares vested monthly thereafter so that all shares were fully vested as of January 3, 2015, subject to continued employment through each vesting period.

- (13)

The option, representing a right to purchase a total of 24,479 shares, became exercisable as follows: 25% of the shares vested on January 28, 2012; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 28, 2015, subject to continued employment through each vesting period.

- (14)

The option, representing a right to purchase a total of 122,395 shares, became exercisable as follows: 25% of the shares vested on January 4, 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.

- (15)

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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