

NUVASIVE INC
Form 4
February 03, 2017

FORM 4

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

OMB APPROVAL

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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)
02/01/2017

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)

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 (A) or (D) Price			
Common Stock	02/01/2017		M	5,303 A \$ 0	73,419 ⁽¹⁾	D	
Common Stock	02/01/2017		M	14,927 A \$ 0	88,346 ⁽¹⁾	D	
Common Stock	02/01/2017		M	4,256 A \$ 0	92,602 ⁽¹⁾	D	
Common Stock	02/01/2017		F	10,823 ⁽²⁾ D \$ 70.76	81,779 ⁽¹⁾	D	

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

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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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RSUs ⁽³⁾	\$ 0	02/01/2017		M	5,303	<u>(4)</u>	<u>(4)</u>	Common Stock	5,303
PRSU ⁽⁵⁾	\$ 0	02/01/2017		M	14,927	<u>(6)</u>	<u>(6)</u>	Common Stock	14,927
PRSU ⁽⁵⁾	\$ 0	02/01/2017		M	4,256	<u>(7)</u>	<u>(7)</u>	Common Stock	4,256

Reporting Owners

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

Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Patrick S. Miles 02/03/2017

**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 shares pursuant to previously disclosed Company equity awards.
- (2) Shares withheld by the Issuer to satisfy tax withholding obligations.
- (3) Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's common stock upon vesting.
- (4) This RSU award was granted to the Reporting Person on February 19, 2014. In accordance with the terms of the RSU award, the award vested as to 5,304 shares on each of February 1, 2015 and February 1, 2016, and vested as to 5,303 shares on February 1, 2017.

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- (5) Each Performance Restricted Stock Unit ("PRSU") represents the right to receive one share of the Issuer's common stock upon vesting.
- (6) This PRSU award was granted to the Reporting Person on February 19, 2014. In accordance with the terms of the PRSU award, the award vested as to 14,927 shares on February 1, 2016 and vested as to 14,927 shares on February 1, 2017.
- This PRSU award was granted to the Reporting Person on February 17, 2015. In accordance with the terms of the PRSU award, the award
- (7) vested as to 4,257 shares on February 1, 2016, vested as to 4,256 shares on February 1, 2017, and will vest as to 4,256 shares on each of February 1, 2018 and February 1, 2019.

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.