

NUVASIVE INC
Form SC 13G/A
February 14, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
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(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1(b) AND (c) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(b) (1)**

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

NuVasive, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

670704105

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 670704105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Kleiner Perkins Caufield & Byers VIII, L.P., a California limited partnership (KPCB VIII) 77-0431351

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) o
 (b) y

3. SEC Use Only

4. Citizenship or Place of Organization
 California limited partnership

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5. Sole Voting Power
 0

6. Shared Voting Power
 1,110,841

7. Sole Dispositive Power
 0

8. Shared Dispositive Power
 1,110,841

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 1,110,841

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
 4.5%

12. Type of Reporting Person (See Instructions)
 PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

KPCB VIII Associates, L.P., a California limited partnership (KPCB VIII Associates) 94-3240818

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 California limited partnership

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5. Sole Voting Power
 0

6. Shared Voting Power
 1,175,245 shares, of which 1,110,841 shares are directly held by KPCB VIII and 64,404 shares are directly held by KPCB VIII Founders Fund. KPCB VIII Associates is the general partner of KPCB VIII and KPCB VIII-Founders Fund.

7. Sole Dispositive Power
 0

8. Shared Dispositive Power
 1,175,245 shares, of which 1,110,841 shares are directly held by KPCB VIII and 64,404 shares are directly held by KPCB VIII Founders Fund. KPCB VIII Associates is the general partner of KPCB VIII and KPCB VIII-Founders Fund.

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 1,175,245

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
 4.7%

12. Type of Reporting Person (See Instructions)
 PN

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CUSIP No. 670704105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Joseph Lacob

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) y
(b) o

3. SEC Use Only

4. Citizenship or Place of Organization
United States Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
73,442

6. Shared Voting Power
0

7. Sole Dispositive Power
73,442

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
73,442

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
0.3%

12. Type of Reporting Person (See Instructions)
IN

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Item 1.

- (a) Name of Issuer

NuVasive Inc.
- (b) Address of Issuer's Principal Executive Offices

4545 Towne Centre Court

San Diego, CA 92121

Item 2.

- (a) Name of Person Filing

Kleiner Perkins Caufield & Byers VIII, L.P., a California limited partnership

KPCB VIII Associates, L.P., a California limited partnership
- (b) Address of Principal Business Office or, if none, Residence

Joseph Lacob

c/o Kleiner Perkins Caufield & Byers
- (c) 2750 Sand Hill Road, Menlo Park, California 94025
Citizenship
- (d) The entities listed in 2(a) are California limited partnerships. The individual listed in 2(a) is a United States citizen.
Title of Class of Securities
- (e) Common Stock
CUSIP Number

670704105

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable.

Item 4. Ownership

See rows 5-11 of cover pages hereto.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

(b) Percent of class:

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(ii) Shared power to vote or to direct the vote

(iii) Sole power to dispose or to direct the disposition of

(iv) Shared power to dispose or to direct the disposition of

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

[The remainder of this page intentionally left blank.]

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006
KPCB VIII ASSOCIATES, L.P., A
CALIFORNIA LIMITED PARTNERSHIP

Signature /s/ Brook H. Byers
Brook H. Byers,
A General Partner

KLEINER PERKINS CAUFIELD & BYERS
VIII, L.P., A CALIFORNIA LIMITED
PARTNERSHIP

By: KPCB VIII Associates, L.P., a California
Limited Partnership, its General Partner

Signature /s/ Brook H. Byers
Brook H. Byers,
A General Partner

EXHIBIT INDEX

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Act the statement dated December 31, 2005 containing the information required by Schedule 13G, for the securities of NuVasive Incorporated, held by Kleiner Perkins Caufield & Byers VIII, L.P., a California limited partnership, and with respect to its general partner, such other holdings as may be reported therein.

Date: February 14, 2006

KPCB VIII ASSOCIATES, L.P., A
CALIFORNIA LIMITED PARTNERSHIP

Signature

/s/ Brook H. Byers
Brook H. Byers,
A General Partner

KLEINER PERKINS CAUFIELD & BYERS
VIII, L.P., A CALIFORNIA LIMITED
PARTNERSHIP

By: KPCB VIII Associates, L.P., a California
Limited Partnership, its General Partner

Signature

/s/ Brook H. Byers
Brook H. Byers,
A General Partner