

NUVASIVE INC
Form 4
February 03, 2017

FORM 4

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 APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hannon Jason

(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
X Officer (give title below) ____ Other (specify below)

President and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	02/01/2017		M	4,397 A \$ 0	39,782 ⁽¹⁾	D	
Common Stock	02/01/2017		M	12,375 A \$ 0	52,157 ⁽¹⁾	D	
Common Stock	02/01/2017		M	2,660 A \$ 0	54,817 ⁽¹⁾	D	
Common Stock	02/01/2017		F	9,856 ⁽²⁾ D \$ 70.76	44,961 ⁽¹⁾	D	

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

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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	9. Put or Call (Instr. 3)	10. Conversion or Exercise Price of Derivative Security	11. Amount or Number of Shares	12. Other
RSUs ⁽³⁾	\$ 0	02/01/2017		M	4,397	⁽⁴⁾ ⁽⁴⁾	Common Stock	4,397				
PRSUs ⁽⁵⁾	\$ 0	02/01/2017		M	12,375	⁽⁶⁾ ⁽⁶⁾	Common Stock	12,375				
PRSUs ⁽⁵⁾	\$ 0	02/01/2017		M	2,660	⁽⁷⁾ ⁽⁷⁾	Common Stock	2,660				

Reporting Owners

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

Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Jason M.
Hannon

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 Issuer 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.

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- (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 4,397 shares on each of February 1, 2015, February 1, 2016 and February 1, 2017.
- (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 12,375 shares on February 1, 2016 and February 1, 2017.
- (7) This PRSU award was granted to the Reporting Person on February 17, 2015. In accordance with the terms of the PRSU award, the award vested as to 2,661 shares on February 1, 2016, vested as to 2,660 shares on February 1, 2017, and will vest as to 2,660 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.