

Carol Cox  
Form 5  
February 07, 2019

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Carol Cox			NUVASIVE INC [NUVA]	(Check all applicable)
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	____ Director      ____ 10% Owner
			12/31/2018	____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)
7475 LUSK BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)	Former EVP External Affairs
		(Street)		6. Individual or Joint/Group Reporting (check applicable line)
SAN DIEGO, CA 92121				<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
(City)	(State)	(Zip)		

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)			Expiration Date	Title	Amount or Number of Shares
					(A)	(D)	Date Exercisable			
<u>PRSU</u> <u>(1)</u>	\$ 0	02/07/2018	Â	A4	4,625	Â	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	4,625

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carol Cox 7475 LUSK BLVD. SAN DIEGO, CA 92121	Â	Â	Â	Former EVP External Affairs

## Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Carol A. Cox 02/07/2019

\_\_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) Each Performance Restricted Stock Unit ("PRSU") represents the right to receive one share of the Issuer's common stock upon vesting.  
  
This PRSU award was granted to the Reporting Person on March 1, 2017. The award was granted with a performance condition based on the Issuer's earnings per share over the performance period ended December 31, 2017. On February 7, 2018, the Compensation Committee of the Issuer's Board of Directors certified the Issuer's performance for purposes of the award. Based on the Issuer's performance, the award will vest as to 4,625 shares on March 1, 2020, subject to and in accordance with the terms of the award. As the award did not constitute a derivative security, it was not required to be reported and was not reported on a Form 4 at the time of grant. Due to an administrative error, a Form 4 reporting the certification of the performance condition was not filed in February 2018.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.