

NUVASIVE INC
Form 4
March 09, 2017

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 *
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)
03/07/2017

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 03/07/2017 | | M | | 97,375 A \$ 34.82 | 142,336 ⁽¹⁾ | D |
| Common Stock | 03/07/2017 | | F | | 72,535 ₍₂₎ D \$ 74.63 | 69,801 ⁽¹⁾ | D |
| Common Stock | 03/08/2017 | | S | | 24,340 ₍₃₎ D \$ 74.21 ₍₄₎ | 45,461 ⁽¹⁾ | D |
| Common Stock | 03/08/2017 | | S | | 500 ₍₃₎ D \$ 74.8 ₍₅₎ | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 34.82 | 03/07/2017 | | M | 97,375 | <u>(6)</u> 01/02/2019 | | Common Stock | 97,375 |

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
 03/09/2017
 **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) Payment of exercise price and tax liability by Issuer's withholding of shares incident to the respective option exercise.
- (3) Sales effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person, which is intended to comply with Rule 10b5-1.
- (4) Weighted average sales price from sales transactions ranging from \$73.71 to \$74.70. Upon request by the Commission staff or a security holder of the Issuer, either the Issuer or the Reporting Person will undertake to provide full information regarding the number of shares sold at each separate price.

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- Weighted average sales price from sales transactions ranging from \$74.74 to \$74.91. Upon request by the Commission staff or a security
- (5) holder of the Issuer, either the Issuer or the Reporting Person will undertake to provide full information regarding the number of shares sold at each separate price.
 - (6) The option, representing a right to purchase a total of 97,375 shares, was granted on January 2, 2009 and is fully vested.

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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