

NUVASIVE INC
Form 4
June 17, 2016

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)
06/15/2016

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)

EVP, International

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 or Price (A) or (D)		
Common Stock	06/15/2016		M		2,231 A \$ 26.62	37,616 ⁽¹⁾	D
Common Stock	06/15/2016		M		47,769 A \$ 26.62	85,385 ⁽¹⁾	D
Common Stock	06/15/2016		F		35,466 ⁽²⁾ D \$ 57.69	49,919 ⁽¹⁾	D
Common Stock	06/15/2016		S		2,231 ⁽³⁾ D \$ 58.42	47,688 ⁽¹⁾	D
Common Stock	06/16/2016		S		12,303 ⁽³⁾ D \$ 57.42	35,385 ⁽¹⁾	D

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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)	\$ 26.62	06/15/2016		M	2,231	⁽⁵⁾ 01/03/2021	Common Stock 2,231
Employee Stock Option (Right to Buy)	\$ 26.62	06/15/2016		M	47,769	⁽⁶⁾ 01/03/2021	Common Stock 47,769

Reporting Owners

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

Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Jason M. Hannon
06/17/2016

__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).

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- (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. Amount includes 505 shares acquired under the Issuer's employee stock purchase plan in April 2016.
- (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.
Weighted average sales price from sales transactions ranging from \$57.19 to \$57.81. Upon request by the Commission staff or a security
- (4) 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.
- (5) The option, representing a right to purchase a total of 2,231 shares, was granted on January 3, 2011 and is fully vested.
- (6) The option, representing a right to purchase a total of 47,769 shares, was granted on January 3, 2011 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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