

NUVASIVE INC  
Form 4  
February 03, 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)  
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  
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/01/2017		M		4,397 A \$ 0	39,782 <sup>(1)</sup>	D
Common Stock	02/01/2017		M		12,375 A \$ 0	52,157 <sup>(1)</sup>	D
Common Stock	02/01/2017		M		2,660 A \$ 0	54,817 <sup>(1)</sup>	D
Common Stock	02/01/2017		F		9,856 <sup>(2)</sup> D \$ 70.76	44,961 <sup>(1)</sup>	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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RSUs <sup>(3)</sup>	\$ 0	02/01/2017		M	4,397	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	4,397
PRSUs <sup>(5)</sup>	\$ 0	02/01/2017		M	12,375	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	12,375
PRSUs <sup>(5)</sup>	\$ 0	02/01/2017		M	2,660	<sup>(7)</sup>	<sup>(7)</sup>	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  
 Hannon  
 \*\*Signature of Reporting Person  
 02/03/2017  
 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.
- This PRSU award was granted to the Reporting Person on February 17, 2015. In accordance with the terms of the PRSU award, the award
- (7) 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.