

NEVRO CORP
Form 4
September 03, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
DEMANE MICHAEL F

(Last) (First) (Middle)
C/O NEVRO CORP., 4040
CAMPBELL AVENUE
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEVRO CORP [NVRO]

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2015

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)
Chief Executive Officer

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	Price	
Common Stock	09/01/2015		S ⁽¹⁾		26,667	\$ 45.0209 <u>(2)</u>	600,608 ⁽³⁾ <u>(4)</u> D
Common Stock	09/02/2015		S ⁽¹⁾		6,667	\$ 45.3021 <u>(5)</u>	44,254 I See footnote <u>(6)</u>
Common Stock	09/02/2015		S ⁽¹⁾		6,667	\$ 45.3022 <u>(5)</u>	117,866 I See footnote <u>(7)</u>

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

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Includes 1,076 shares previously held by The Michael F. DeMane 2013 Retained Annuity Trust which were distributed to the Reporting Person on April 13, 2015 and are now owned directly.

- (5) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.50, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (6) Shares held by The Michael F. DeMane 2013 Retained Annuity Trust.
- (7) Shares held by The Michael F. DeMane 2012 Retained Annuity Trust u/a/d July 26, 2012.

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.