

NUVASIVE INC  
Form 4  
January 05, 2015

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miles Patrick

(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)  
01/01/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

President, Global Prod & Svcs

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 01/01/2015                              |                                                             | A                                       |                                                                         | 2,604                                                                                                              | A \$ 0 <sup>(1)</sup>                                                   | 50,105 <sup>(2)</sup> D                                           |
| Common<br>Stock                       | 01/01/2015                              |                                                             | F                                       |                                                                         | 1,132<br><sup>(3)</sup>                                                                                            | D \$ 46.17                                                              | 48,973 <sup>(2)</sup> D                                           |
| Common<br>Stock                       | 01/02/2015                              |                                                             | M                                       |                                                                         | 59,621                                                                                                             | A \$ 26.62                                                              | 108,594 <sup>(2)</sup> D                                          |
| Common<br>Stock                       | 01/02/2015                              |                                                             | F                                       |                                                                         | 44,621<br><sup>(4)</sup>                                                                                           | D \$ 46.64                                                              | 63,973 <sup>(2)</sup> D                                           |
| Common<br>Stock                       | 01/05/2015                              |                                                             | S                                       |                                                                         | 15,000<br><sup>(5)</sup>                                                                                           | D \$<br>46.6073<br><sup>(6)</sup>                                       | 48,973 <sup>(2)</sup> 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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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 26.62                                                           | 01/02/2015                              |                                                             | M                                    | 59,621                                                                                                       | <u>(7)</u> 01/03/2021                                          | Common<br>Stock                                                     | 59,621                              |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---------------------------------------------------------|----------------------------------|
|                                                         | Director 10% Owner Officer Other |
| Miles Patrick<br>7475 LUSK BLVD.<br>SAN DIEGO, CA 92121 | President, Global Prod & Svcs    |

## Signatures

/s/ Jason M. Hannon, Attorney-in-Fact for Patrick S.  
Miles 01/05/2015

\_\_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) Settlement of vested shares under Restricted Stock Unit grant dated January 3, 2011.
- (2) Shares directly held by the Reporting Person. The Reporting Person also holds conditional rights to receive or purchase (as appropriate) shares pursuant to previously disclosed Company equity awards.
- (3) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated January 3, 2011.

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- (4) Payment of exercise price and tax liability by Issuer's withholding of shares incident to the respective option exercise.
- (5) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on November 7, 2014, which is intended to comply with Rule 10b5-1.
- Weighted average from 42 transactions with prices ranging from \$46.0300 to \$46.9050. Upon request by the Commission staff, the Issuer
- (6) or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares sold at each separate price.
- The option, representing a right to purchase a total of 91,248 shares, became exercisable as follows: 25% of the shares vested on January
- (7) 3, 2012; 1/48th of the remaining shares vested monthly thereafter so that all shares were fully vested as of January 3, 2015, subject to continued employment through each vesting period.

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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