

NUVASIVE INC
Form 4
December 15, 2014

FORM 4

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

OMB APPROVAL

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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 *
Valentine Keith

(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)
12/11/2014

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)
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 (A) or (D)		
Common Stock	12/11/2014		M		18,466 A \$ 18.31	D	
Common Stock	12/11/2014		F		7,274 (2) D \$ 46.48	D	
Common Stock	12/11/2014		M		5,786 A \$ 23.24	D	
Common Stock	12/11/2014		F		2,893 (2) D \$ 46.48	D	
Common Stock	12/11/2014		M		3,271 A \$ 38.94	D	

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Common Stock	12/11/2014	F	2,740 <u>(2)</u>	D	\$ 46.48	84,852 <u>(1)</u>	D
Common Stock	12/11/2014	M	2,871	A	\$ 34.82	87,723 <u>(1)</u>	D
Common Stock	12/11/2014	F	2,150 <u>(2)</u>	D	\$ 46.48	85,573 <u>(1)</u>	D
Common Stock	12/11/2014	M	3,048	A	\$ 32.8	88,621 <u>(1)</u>	D
Common Stock	12/11/2014	F	2,150 <u>(2)</u>	D	\$ 46.48	86,471 <u>(1)</u>	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.31	12/11/2014		M	18,466	<u>(3)</u>	01/03/2016	Common Stock	18,466
Employee Stock Option (Right to Buy)	\$ 23.24	12/11/2014		M	5,786	<u>(4)</u>	01/16/2017	Common Stock	5,786
Employee Stock Option (Right to Buy)	\$ 38.94	12/11/2014		M	3,271	<u>(5)</u>	01/04/2018	Common Stock	3,271
	\$ 34.82	12/11/2014		M	2,871	<u>(6)</u>	01/02/2019		2,871

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 32.8	12/11/2014		M	3,048	<u>(7)</u>	01/04/2020	Common Stock	3,048

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Valentine Keith 7475 LUSK BLVD. SAN DIEGO, CA 92121			COO	

Signatures

/s/ Jason M. Hannon, Attorney-in-Fact for Keith C. Valentine	12/15/2014
**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 or purchase (as appropriate) shares pursuant to previously disclosed Company equity awards.

(2) Payment of exercise price by the Reporting Person via tender of shares held outright by the Reporting Person back to the Issuer incident to the respective option exercise.

(3) The option, representing a right to purchase a total of 18,466 shares, became exercisable as follows: 25% of the shares vested on January 3, 2007; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 3, 2010, subject to continued employment through each vesting period.

(4) The option, representing a right to purchase a total of 5,786 shares, became exercisable as follows: 25% of the shares vested on January 17, 2008; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 16, 2011, subject to continued employment through each vesting period.

(5) The option, representing a right to purchase a total of 3,271 shares, became exercisable as follows: 25% of the shares vested on January 4, 2009; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 4, 2012, subject to continued employment through each vesting period.

(6) The option, representing a right to purchase a total of 2,871 shares, became exercisable as follows: 25% of the shares vested on January 2, 2010; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 2, 2013, subject to continued employment through each vesting period.

(7) The option, representing a right to purchase a total of 3,048 shares, became exercisable as follows: 25% of the shares vested on January 4, 2011; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 4, 2014, 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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