

NEVRO CORP

Form 4

November 12, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AMV Partners II LP

(Last) (First) (Middle)

2905 PREMIERE PARKWAY,
SUITE 150

(Street)

DULUTH, GA 30097

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NEVRO CORP [NVRO]

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

11/12/2014

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 ____X____ Other (specify
below) below)

Former 10% Beneficial Owner

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 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)
Common Stock	11/12/2014		C	Amount (1) (2) 1,000,213	(A) or (D) A (2)	1,000,213 (1)	D (3)
Common Stock	11/12/2014		C	536,572 (1) (4)	A (4)	1,536,785 (1)	D (3)
Common Stock	11/12/2014		C	148,555 (1) (5)	A (5)	1,685,340 (1)	D (3)

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

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SEC 1474
(9-02)

number.

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
Series A Preferred Stock	(2)	11/12/2014		C	1,000,213 (1)	(6) (7)	Common Stock 1,000,213 (1) (2)
Series B Preferred Stock	(4)	11/12/2014		C	536,572 (1)	(6) (7)	Common Stock 536,572 (1) (4)
Series C Preferred Stock	(5)	11/12/2014		C	148,555 (1)	(6) (7)	Common Stock 148,555 (1) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMV Partners II LP 2905 PREMIERE PARKWAY, SUITE 150 DULUTH, GA 30097				Former 10% Beneficial Owner

Signatures

AMV PARTNERS II, L.P. By: Accuitive Medical Ventures II, LLC Its: General Partner By: 11/12/2014
/s/ Gordon Wyatt, Managing Member

__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) Reflects a 1-for-24 reverse stock split of the Issuer's outstanding securities effected prior to the effectiveness of the Issuer's S-1 Registration Statement.
- (2) Each share of Series A Preferred Stock was automatically converted on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (3) Shares held by AMV Partners II, L.P. ("AMV"). Accuitive Medical Ventures II, LLC ("Accuitive") is the General Partner of AMV and Thomas Weldon, Charles Larsen, Gordon Wyatt and Anthony Lando are the Managing Members of Accuitive. AMV has the sole voting and dispositive power over the shares held by AMV, except to the extent that Accuitive and each of Messrs. Weldon, Larsen, Wyatt and/or Lando may be deemed to have shared power to vote or dispose of such shares. Each of Messrs. Weldon, Larsen, Wyatt and Lando

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disclaims beneficial ownership of all shares in which he does not have an actual pecuniary interest therein.

- (4) Each share of Series B Preferred Stock was automatically converted on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (5) Each share of Series C Preferred Stock was automatically converted on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (6) The shares are immediately convertible.
- (7) The shares do not have an expiration date.

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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