

NEVRO CORP  
Form 4  
October 06, 2016

**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 \*  
DEMANE MICHAEL F

(Last) (First) (Middle)

C/O NEVRO CORP., 1800 BRIDGE PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/04/2016

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 10/04/2016                           |  | M                              |   | 46,505 A \$ 3.6   |  | 532,425 D                                  |
| Common Stock                    | 10/04/2016                           |  | S <sup>(1)</sup>               |   | 11,771 D \$ 97.3045 <sup>(2)</sup>  |  | 520,654 D                                  |
| Common Stock                    | 10/04/2016                           |  | S <sup>(1)</sup>               |   | 20,784 D \$ 97.9821 <sup>(3)</sup>  |  | 499,870 D                                  |
| Common Stock                    | 10/04/2016                           |  | S <sup>(1)</sup>               |   | 7,600 D \$ 99.0036 <sup>(4)</sup>   |  | 492,270 D                                  |
| Common Stock                    | 10/04/2016                           |  | S <sup>(1)</sup>               |   | 5,450 D \$ 100.1147 <sup>(5)</sup>  |  | 486,820 D                                  |

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|              |            |                  |        |   |                    |         |   |                   |
|--------------|------------|------------------|--------|---|--------------------|---------|---|-------------------|
| Common Stock | 10/04/2016 | S <sup>(1)</sup> | 700    | D | \$ 101.4493<br>(6) | 486,120 | D |                   |
| Common Stock | 10/04/2016 | S <sup>(1)</sup> | 200    | D | \$ 102.29<br>(7)   | 485,920 | D |                   |
| Common Stock | 10/05/2016 | M                | 17,587 | A | \$ 3.6             | 503,507 | D |                   |
| Common Stock | 10/05/2016 | M                | 28,918 | A | \$ 18              | 532,425 | D |                   |
| Common Stock | 10/05/2016 | S <sup>(1)</sup> | 38,599 | D | \$ 97.8618<br>(9)  | 493,826 | D |                   |
| Common Stock | 10/05/2016 | S <sup>(1)</sup> | 7,906  | D | \$ 98.8626<br>(10) | 485,920 | D |                   |
| Common Stock | 10/06/2016 | M                | 27,754 | A | \$ 18              | 513,674 | D |                   |
| Common Stock | 10/06/2016 | M                | 18,750 | A | \$ 63.23           | 532,424 | D |                   |
| Common Stock | 10/06/2016 | S <sup>(1)</sup> | 18,579 | D | \$ 95.8235<br>(12) | 513,845 | D |                   |
| Common Stock | 10/06/2016 | S <sup>(1)</sup> | 27,925 | D | \$ 96.1843<br>(13) | 485,920 | D |                   |
| Common Stock |            |                  |        |   |                    | 72,554  | I | See footnote (14) |
| Common Stock |            |                  |        |   |                    | 4,255   | I | See footnote (15) |

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. Title |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------|
|  |  |                                      |  | Code V                         | (A) (D)   |  |   |          |

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|                                      |          |            |   |        |      | Date<br>Exercisable | Expiration<br>Date |        | Amount<br>or<br>Number<br>of Shares |
|--------------------------------------|----------|------------|---|--------|------|---------------------|--------------------|--------|-------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 3.6   | 10/04/2016 | M | 46,505 | (8)  | 05/14/2023          | Common<br>Stock    | 46,505 |                                     |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 3.6   | 10/05/2016 | M | 17,587 | (8)  | 05/14/2023          | Common<br>Stock    | 17,587 |                                     |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 18    | 10/05/2016 | M | 28,918 | (11) | 11/04/2024          | Common<br>Stock    | 28,918 |                                     |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 18    | 10/06/2016 | M | 27,754 | (11) | 11/04/2024          | Common<br>Stock    | 27,754 |                                     |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 63.23 | 10/06/2016 | M | 18,750 | (16) | 11/30/2025          | Common<br>Stock    | 18,750 |                                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DEMANE MICHAEL F<br>C/O NEVRO CORP.<br>1800 BRIDGE PARKWAY<br>REDWOOD CITY, CA 94065 |               | X         |         |       |

## Signatures

/s/ Andrew Galligan, as Attorney-in-Fact for Michael DeMane 10/06/2016

\_\_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) The sales were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.

(2) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$96.63 to \$97.62, 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.

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- (3) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$97.63 to \$98.60, 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.
- (4) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$98.68 to \$99.56, 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.
- (5) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$99.79 to \$100.78, 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) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$101.16 to \$101.63, 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.
- (7) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$102.28 to \$102.30, 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.
- (8) 1/48th of the shares subject to the option vest on each monthly anniversary measured from May 15, 2013 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.
- (9) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$97.43 to \$98.42, 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.
- (10) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$98.43 to \$99.3447, 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.
- (11) 1/48th of the shares subject to the option vest on each monthly anniversary measured from November 5, 2014 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.
- (12) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$95.02 to \$96.01, 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.
- (13) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$96.02 to \$96.96, 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.
- (14) Shares held by Catherine Q. DeMane Trustee, Michael F. DeMane 2012 Irrevocable Trust U/A/D July 26, 2012.
- (15) Shares held by The Michael F. DeMane 2013 Retained Annuity Trust.
- (16) 1/48th of the shares subject to the option vest on each monthly anniversary measured from November 5, 2015 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.

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.