

NUVASIVE INC  
Form 4  
January 05, 2015

**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 \*  
Hannon Jason

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, General Counsel & Sec.

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		
Common Stock	01/01/2015		A		4,166 A \$ 0 <sup>(1)</sup>	33,945 <sup>(2)</sup>	D
Common Stock	01/01/2015		F		1,705 <sup>(3)</sup> D \$ 47.16	32,240 <sup>(2)</sup>	D
Common Stock	01/02/2015		S		10,000 <sup>(4)</sup> D \$ 46.99	22,240 <sup>(2)</sup>	D
Common Stock	01/02/2015		M		6,754 A \$ 23.24	38,994 <sup>(2)</sup>	D
Common Stock	01/02/2015		F		4,637 <sup>(5)</sup> D \$ 46.64	34,357 <sup>(2)</sup>	D

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Common Stock      01/05/2015      S      2,117  
(6)      D      \$ 46.03      32,240 (2)      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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.24	01/02/2015		M	6,754	<u>(7)</u> 01/16/2017	Common Stock	6,754

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hannon Jason 7475 LUSK BLVD SAN DIEGO, CA 92121			EVP, General Counsel & Sec.	

## Signatures

/s/ Jason M. Hannon      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).

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- (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.
- (4) Sale effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person on September 9, 2014, which is intended to comply with Rule 10b5-1.
- (5) 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.
- (6) Sale effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person on November 14, 2014, which is intended to comply with Rule 10b5-1.

The option, representing a right to purchase a total of 54,940 shares, became exercisable as follows: 25% of the shares vested on January 16, 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.

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.