

NEVRO CORP  
Form 4  
August 22, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JAEGER WILFRED E

(Last) (First) (Middle)

C/O THREE ARCH PARTNERS, 19  
SOUTH B STREET, SUITE 14

(Street)

SAN MATEO, CA 94401

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/18/2016

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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	08/18/2016		S	9,799	D	\$ 96.8814 (1)	1,310,017	I	See footnote (2)
Common Stock	08/18/2016		S	66,066	D	\$ 97.5324 (3)	1,243,951	I	See footnote (2)
Common Stock	08/18/2016		S	2,250	D	\$ 98.1365 (4)	1,241,701	I	See footnote (2)
Common Stock	08/18/2016		S	216	D	\$ 96.8814	28,926	I	See footnote

Edgar Filing: NEVRO CORP - Form 4

					(1)			(5)
Common Stock	08/18/2016	S	1,459	D	\$ 97.5324 (3)	27,467	I	See footnote (5)
Common Stock	08/18/2016	S	50	D	\$ 98.1365 (4)	27,417	I	See footnote (5)
Common Stock	08/19/2016	S	46,843	D	\$ 97.8647 (6)	1,194,858	I	See footnote (2)
Common Stock	08/19/2016	S	16,753	D	\$ 98.3032 (7)	1,178,105	I	See footnote (2)
Common Stock	08/19/2016	S	1,034	D	\$ 97.8647 (6)	26,383	I	See footnote (5)
Common Stock	08/19/2016	S	370	D	\$ 98.3032 (7)	26,013	I	See footnote (5)
Common Stock	08/22/2016	S	6,217	D	\$ 98.575 (8)	1,171,888	I	See footnote (2)
Common Stock	08/22/2016	S	3,567	D	\$ 99.8894 (9)	1,168,321	I	See footnote (2)
Common Stock	08/22/2016	S	137	D	\$ 98.575 (8)	25,876	I	See footnote (5)
Common Stock	08/22/2016	S	79	D	\$ 99.8894 (9)	25,797	I	See footnote (5)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nature of Derivative Security Beneficially Owned
--	---	--------------------------------------	--	--------------------------------	------------------------------------	--	---	--	---

Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
----------	--	------	---	-----	-----	------------------	-----------------	-------	----------------------------

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAEGER WILFRED E C/O THREE ARCH PARTNERS 19 SOUTH B STREET, SUITE 14 SAN MATEO, CA 94401	X			

## Signatures

/s/ Wilfred E. Jaeger  
 08/22/2016  
 \*\*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 price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$96.10 to \$97.095, 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.  
  
 Shares are held by Three Arch Partners IV, L.P. ("TAP IV"). Three Arch Management IV, L.L.C. ("TAM IV"), the general partner of TAP IV, has sole voting and dispositive power with respect to the securities held by TAP IV. Mark A. Wan and Wilfred E. Jaeger, the managing members of TAM IV, share the voting and dispositive power with respect to the shares held by TAP IV. Such persons and entities disclaim beneficial ownership of the shares held by TAP IV except to the extent of any pecuniary interest therein.
  - (3) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$97.10 to \$98.09, 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 \$98.10 to \$98.22, 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) Shares are held by Three Arch Associates IV, L.P. ("TAA IV"). TAM IV, the general partner of TAA IV, has sole voting and dispositive power with respect to the securities held by TAA IV. Mark A. Wan and Wilfred E. Jaeger, the managing members of TAM IV, share the voting and dispositive power with respect to the shares held by TAA IV. Such persons and entities disclaim beneficial ownership of the shares held by TAA IV except to the extent of any pecuniary interest therein.
  - (6)

## Edgar Filing: NEVRO CORP - Form 4

The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$97.12 to \$98.11, 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 \$98.12 to \$98.62, 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.

(8) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$97.76 to \$98.74, 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.

(9) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$99.76 to \$100.00, 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.

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.