

LUCIER GREGORY T

Form 4

February 07, 2019

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 *
LUCIER GREGORY T

2. Issuer Name **and** Ticker or Trading
Symbol
NUVASIVE INC [NUVA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

7475 LUSK BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

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	(D)	Price

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

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)

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Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PRSU _s (1)	\$ 0	02/06/2019	A		38,527		(2)	(2)	Common Stock	38,527
PRSU _s (1)	\$ 0	02/06/2019	A		19,804		(3)	(3)	Common Stock	19,804

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LUCIER GREGORY T 7475 LUSK BLVD SAN DIEGO, CA 92121	X

Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Gregory T.
Lucier 02/07/2019

__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) Each Performance Restricted Stock Unit ("PRSU") represents the right to receive one share of the Issuer's common stock upon vesting.

This PRSU award was granted to the Reporting Person on April 30, 2018. The award was granted with a performance condition based on the Issuer's earnings per share over the performance period ended December 31, 2018. On February 6, 2019, the Compensation

(2) Committee of the Issuer's Board of Directors certified the Issuer's performance for purposes of the award. Based on the Issuer's performance, the award will vest as to 38,527 shares on April 30, 2021, subject to and in accordance with the terms of the award. As the award did not constitute a derivative security, it was not required to be reported and was not reported on a Form 4 at the time of grant.

This PRSU award was granted to the Reporting Person on March 1, 2016. The award was granted based on a target number of shares with a performance multiplier of 0-250% based on the Issuer's total stockholder return over the performance period ended December 31, 2018.

(3) On February 6, 2019, the Compensation Committee of the Issuer's Board of Directors certified the Issuer's performance for purposes of the award. Based on the Issuer's performance, the award will vest as to 19,804 shares on March 1, 2019, subject to and in accordance with the terms of the award. As the award did not constitute a derivative security, it was not required to be reported and was not reported on a Form 4 at the time of grant.

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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