

NUVASIVE INC

Form 4

February 03, 2015

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 *
Powers Russell

(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)
02/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

EVP, International

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/01/2015		A		32,197	A \$ 0 ⁽¹⁾	83,027 ⁽²⁾ D
Common Stock	02/01/2015		F		10,814 ⁽³⁾	D \$ 46.32	72,213 ⁽²⁾ D
Common Stock	02/01/2015		A		3,750	A \$ 0 ⁽⁴⁾	75,963 ⁽²⁾ D
Common Stock	02/01/2015		F		1,573 ⁽⁵⁾	D \$ 46.32	74,390 ⁽²⁾ D
Common Stock	02/01/2015		A		6,133	A \$ 0 ⁽⁶⁾	80,523 ⁽²⁾ D

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Common Stock	02/01/2015	F	2,572 (7)	D	\$ 46.32	77,951 (2)	D
Common Stock	02/01/2015	A	3,664	A	\$ 0 (8)	81,615 (2)	D
Common Stock	02/01/2015	F	1,537 (9)	D	\$ 46.32	80,078 (2)	D

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Powers Russell 7475 LUSK BLVD. SAN DIEGO, CA 92121	EVP, International

Signatures

/s/ Jason M. Hannon, Attorney-in-Fact for Russell A. Powers 02/03/2015

__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).

- (1) Settlement of the remaining one-half of the Performance Restricted Stock Units (PRSUs) granted on March 1, 2013. The performance criteria for such PRSUs was confirmed by the Issuer's Compensation Committee on January 24, 2014.
- (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 PRSUs dated March 1, 2013.
- (4) Settlement of vested shares under Restricted Stock Unit grant dated February 27, 2012.
- (5) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated February 27, 2012.
- (6) Settlement of vested shares under Restricted Stock Unit grant dated March 1, 2013.
- (7) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated March 1, 2013.
- (8) Settlement of vested shares under Restricted Stock Unit grant dated February 19, 2014.
- (9) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated February 19, 2014.

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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