NEVRO CORP
Form 4
March 03, 2016

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
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).

(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)
03/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

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	03/01/2016		S[(1)]		16,314	D	$ 55.0962 [(2)]	562,940 [(3)]	D	
Common Stock	03/01/2016		S[(1)]		8,688	D	$ 56.8019 [(4)]	554,252	D	
Common Stock	03/01/2016		S[(1)]		1,465	D	$ 57.7985 [(5)]	552,787	D	
Common Stock	03/01/2016		S[(1)]		200	D	$ 59.0625	552,587	D	

						(6)			
Common Stock	03/01/2016	S(1)	6,058	D	$ 55.0084 (7)	99,828 (3)	I	See foonote (8)
Common Stock	03/01/2016	S(1)	150	D	$ 56.2233 (9)	99,678	I	See foonote (8)
Common Stock	03/01/2016	S(1)	408	D	$ 57.7462 (10)	99,270	I	See foonote (8)
Common Stock	03/01/2016	S(1)	50	D	$ 58.99	99,220	I	See foonote (8)
Common Stock	03/01/2016	S(1)	6,059	D	$ 55.0084 (11)	31,528	I	See foonote (12)
Common Stock	03/01/2016	S(1)	150	D	$ 56.2233 (13)	31,378	I	See foonote (12)
Common Stock	03/01/2016	S(1)	407	D	$ 57.7463 (14)	30,971	I	See foonote (12)
Common Stock	03/01/2016	S(1)	50	D	$ 58.99	30,921	I	See foonote (12)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
DEMANE MICHAEL F C/O NEVRO CORP. 1800 BRIDGE PARKWAY REDWOOD CITY, CA 94065	X		Chief Executive Officer	

Signatures

/s/ Andrew Galligan, as Attorney-in-Fact for Michael DeMane	03/03/2016
**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 $55.00 to $55.69, 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.

(3) Includes 5,313 shares previously held by The Michael F. DeMane 2012 Retained Annuity Trust u/a/d July 26, 2012 which were distributed to the Reporting Person on November 19, 2015 and are now owned directly.

(4) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $56.13 to $57.02, 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 $57.72 to $58.0154, 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 $59.05 to $59.075, 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 $55.00 to $55.15, 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) Shares held by Michael F. DeMane 2012 Irrevocable Trust U/A/D July 26, 2012 (the "Irrevocable Trust"). 105,886 shares previously held by The Michael F. DeMane 2012 Retained Annuity Trust u/a/d July 26, 2012 were transferred to the Irrevocable Trust on February 23, 2016.

(9) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $56.14 to $56.29, 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 $57.5852 to $57.85, 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) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $55.00 to $55.15, 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.

(12) Shares held by The Michael F. DeMane 2013 Retained Annuity Trust.

(13) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $56.14 to $56.29, 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) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $57.5852 to $57.85, 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.
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