

NUVASIVE INC
Form 4
December 31, 2014

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 *
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)
12/29/2014

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, General Counsel & Sec.

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/29/2014		S	Amount (1) 3,146	(A) or (D) D \$ 47.57 29,779 (2)	D	
Common Stock	12/29/2014		M	48,186	A \$ 23.24 77,965 (2)	D	
Common Stock	12/29/2014		F	36,332 (3)	D \$ 47.86 41,633 (2)	D	
Common Stock	12/30/2014		S	11,854 (1)	\$ (4) D 47.646 29,779 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.24	12/29/2014		M	48,186	<u>(5)</u> 01/16/2017	Common Stock 48,186

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
12/31/2014
Date

**Signature of
Reporting Person

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) 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.
- (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) 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.

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- Weighted average from 63 transactions with prices ranging from \$47.300 to \$48.025. Upon request by the Commission staff, the Issuer or
- (4) a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares sold at each separate price.

- The option, representing a right to purchase a total of 54,940 shares, became exercisable as follows: 25% of the shares vested on January
- (5) 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.

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