

FARRELL PETER C
Form 4
May 07, 2018

FORM 4

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

OMB APPROVAL

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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 *
FARRELL PETER C

(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)
05/03/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/03/2018 | | M | (A) V Amount 16,844 (1) | \$ 0 35,490 (2) | I | Family Trust |
| Common Stock | 05/03/2018 | | M | A \$ 39.45 6,000 | 41,490 (2) | I | Family Trust |
| Common Stock | 05/03/2018 | | F | D \$ 49.54 4,777 (3) | 36,713 (2) | I | Family Trust |

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

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(9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| RSUs | \$ 0 | 05/03/2018 | | M | 2,833 | (4) (4) | Common Stock | 2,833 |
| RSUs | \$ 0 | 05/03/2018 | | M | 2,833 | (5) (5) | Common Stock | 2,833 |
| RSUs | \$ 0 | 05/03/2018 | | M | 3,725 | (6) (6) | Common Stock | 3,725 |
| RSUs | \$ 0 | 05/03/2018 | | M | 2,501 | (7) (7) | Common Stock | 2,501 |
| RSUs | \$ 0 | 05/03/2018 | | M | 2,822 | (8) (8) | Common Stock | 2,822 |
| RSUs | \$ 0 | 05/03/2018 | | M | 2,130 | (9) (9) | Common Stock | 2,130 |
| Stock Option (Right to Buy) | \$ 39.45 | 05/03/2018 | | M | 6,000 | (10) 05/22/2018 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FARRELL PETER C 7475 LUSK BLVD. SAN DIEGO, CA 92121 | | X | | |

Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Peter C. Farrell

05/07/2018

**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) On May 3, 2018, the Reporting Person retired from his position as a member of the Issuer's Board of Directors. Pursuant to deferral elections made by the Reporting Person, all shares underlying Restricted Stock Units ("RSUs") subject to such deferrals were delivered to the Reporting Person promptly following the Issuer's 2018 Annual Meeting of Stockholders on May 3, 2018, the date on which the Reporting Person retired.

(2) Shares directly held by the Reporting Person. The Reporting Person also holds conditional rights to receive shares pursuant to previously disclosed Company equity awards.

(3) Payment of exercise price by Issuer's withholding of shares incident to the respective option exercise.

(4) This RSU award was granted to the Reporting Person on May 24, 2012 and is fully vested.

(5) This RSU award was granted to the Reporting Person on May 23, 2013 and is fully vested.

(6) This RSU award was granted to the Reporting Person on May 22, 2014 and is fully vested.

(7) This RSU award was granted to the Reporting Person on June 12, 2015 and is fully vested.

(8) This RSU award was granted to the Reporting Person on May 19, 2016 and is fully vested.

(9) This RSU award was granted to the Reporting Person on May 18, 2017 and is fully vested.

(10) The option, representing a right to purchase a total of 6,000 shares, was granted on May 22, 2008 and is fully vested.

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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