**NUVASIVE INC** Form 4 February 03, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

Common

Common

Stock

Stock

02/01/2017

02/01/2017

(Print or Type Responses)

1. Name and Address of Reporting Person * Link Matthew			2. Issuer Name and Ticker or Trading Symbol NUVASIVE INC [NUVA]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 7475 LUSK BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2017					(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  President, U.S. Commercial			
SAN DIEC		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SAN DIEGO, CA 92121								Person			
(City)	(Zip)	Table I - Non-Derivative Securities Aco					quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution (Month/Day/Year) any			Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)		
Common Stock	02/01/2017			M	4,122	A	\$ 0	76,936 (1)	D		
Common Stock	02/01/2017			M	11,602	A	\$0	88,538 <u>(1)</u>	D		

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

M

F

2,660

9,381

(2)

\$0

A

91,198 (1)

81,817 (1)

D

D

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
RSUs (3)	\$ 0	02/01/2017		M	4,122	<u>(4)</u>	<u>(4)</u>	Common Stock	4,122	\$
PRSUs (5)	\$ 0	02/01/2017		M	11,602	<u>(6)</u>	<u>(6)</u>	Common Stock	11,602	\$
PRSUs	\$ 0	02/01/2017		M	2,660	<u>(7)</u>	<u>(7)</u>	Common Stock	2,660	\$

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Link Matthew 7475 LUSK BLVD. SAN DIEGO, CA 92121

President, U.S. Commercial

#### **Signatures**

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Matthew W. Link

02/03/2017

\*\*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) Shares directly held by the Reporting Person. The Reporting Person also holds conditional rights to receive shares pursuant to previously disclosed Issuer equity awards.
- (2) Shares withheld by the Issuer to satisfy tax withholding obligations.
- (3) Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's common stock upon vesting.

Reporting Owners 2

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- (4) This RSU award was granted to the Reporting Person on February 19, 2014. In accordance with the terms of the RSU award, the award vested as to 4,123 shares on February 1, 2015, and vested as to 4,122 shares on February 1, 2016 and February 1, 2017.
- (5) Each Performance Restricted Stock Unit ("PRSU") represents the right to receive one share of the Issuer's common stock upon vesting.
- (6) This PRSU award was granted to the Reporting Person on February 19, 2014. In accordance with the terms of the PRSU award, the award vested as to 11,602 shares on February 1, 2016 and February 1, 2017.
- This PRSU award was granted to the Reporting Person on February 17, 2015. In accordance with the terms of the PRSU award, the award (7) vested as to 2,661 shares on February 1, 2016, vested as to 2,660 shares on February 1, 2017, and will vest as to 2,660 shares on each of February 1, 2018 and February 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.