NEVRO CORP
Form 3
November 05, 2014

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â JOHNSON & JOHNSON

(Last) (First) (Middle)

ONE JOHNSON & JOHNSON PLAZA

(Street)

NEW BRUNSWICK,Â NJÂ 08933

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/05/2014

3. Issuer Name **and** Ticker or Trading Symbol
NEVRO CORP [NVRO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(Instr. 5)		
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	2,790,178	$ (2)		I	By Johnson & Johnson Development Corporation (1)
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	246,827	$ (2)		I	By Johnson & Johnson Development Corporation (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK,Â NJÂ 08933	Â	Â X	Â	Â
JOHNSON & JOHNSON DEVELOPMENT CORP ET AL ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK,Â NJÂ 08933	Â	Â X	Â	Â

Signatures

Douglas Chia, Secretary of Johnson & Johnson	11/05/2014
**Signature of Reporting Person	Date
Steven M. Rosenberg, Secretary of Johnson & Johnson Development Corporation	11/05/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the designated Reporting Person.

(2) The shares of Preferred Stock are immediately convertible and have no expiration date. Immediately prior to the closing of the Issuer's initial public offering each outstanding share of Preferred Stock will automatically convert into Common Stock, on a 1-to-1 basis, for no additional consideration.

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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