

NUVASIVE INC  
Form 4  
February 03, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Link Matthew**

(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)  
**02/01/2015**

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)  
**President, U.S. Sales and Svc.**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 02/01/2015                           |  | A                              |   | 34,836 A \$ 0 <sup>(1)</sup>  | 80,387 <sup>(2)</sup>                                    | D   |
| Common Stock                    | 02/01/2015                           |  | F                              |   | 17,877 <sup>(3)</sup> D \$ 46.32  | 62,510 <sup>(2)</sup>                                    | D   |
| Common Stock                    | 02/01/2015                           |  | A                              |   | 6,635 A \$ 0 <sup>(4)</sup>   | 69,145 <sup>(2)</sup>                                    | D   |
| Common Stock                    | 02/01/2015                           |  | F                              |   | 3,462 <sup>(5)</sup> D \$ 46.32   | 65,683 <sup>(2)</sup>                                    | D   |
| Common Stock                    | 02/01/2015                           |  | A                              |   | 4,123 A \$ 0 <sup>(6)</sup>   | 69,806 <sup>(2)</sup>                                    | D   |

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Common Stock      02/01/2015      F      2,151  
(7)      D      \$ 46.32      67,655 (2)      D

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

**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.**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Link Matthew<br>7475 LUSK BLVD.<br>SAN DIEGO, CA 92121 |               |           | President, U.S. Sales and Svc. |       |

## Signatures

/s/ Jason M. Hannon, Attorney-in-Fact for Matthew W. Link      02/03/2015

\_\_\_\_\_\*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) Settlement of the remaining one-half of the Performance Restricted Stock Units (PRSUs) granted on March 1, 2013. The performance criteria for such PRSUs was confirmed by the Issuer's Compensation Committee on January 24, 2014.
- (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.

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- (3) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of PRSUs dated March 1, 2013.
- (4) Settlement of vested shares under Restricted Stock Unit grant dated February 26, 2013.
- (5) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated February 26, 2013.
- (6) Settlement of vested shares under Restricted Stock Unit grant dated February 19, 2014.
- (7) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting/settlement of Restricted Stock Unit awards dated February 19, 2014.

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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