

NUVASIVE INC  
Form 4  
January 28, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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)  
01/26/2016

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)  
EVP, International

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
<u>PRSU</u> <u>(1)</u>	\$ 0	01/26/2016	A		24,750		<u>(2)</u>	<u>(2)</u>	Common Stock	24,750	\$
<u>PRSU</u> <u>(1)</u>	\$ 0	01/26/2016	A		10,641		<u>(3)</u>	<u>(3)</u>	Common Stock	10,641	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hannon Jason 7475 LUSK BLVD SAN DIEGO, CA 92121			EVP, International	

## Signatures

/s/ Jason M. Hannon  
Date: 01/28/2016  
\*\*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) Each performance restricted stock unit ("PRSU") represents the right to receive one share of the Issuer's common stock upon vesting. This PRSU award was granted to the Reporting Person on February 19, 2014. On January 26, 2016, the Compensation Committee of the Issuer's Board of Directors certified that the PRSU award's performance condition had been satisfied. In accordance with the terms of the PRSU award, the award will vest as to 12,375 shares on each of February 1, 2016 and February 1, 2017. As the PRSU award did not constitute a derivative security, it was not required to be reported and was not reported on a Form 4 at the time of grant.
- (2) This PRSU award was granted to the Reporting Person on February 17, 2015. On January 26, 2016, the Compensation Committee of the Issuer's Board of Directors certified that the PRSU award's performance condition had been satisfied. In accordance with the terms of the PRSU award, the award will vest as to 2,661 shares on February 1, 2016 and 2,660 shares on each of February 1, 2017, February 1, 2018 and February 1, 2019. As the PRSU award did not constitute a derivative security, it was not required to be reported and was not reported on a Form 4 at the time of grant.
- (3) PRSU award, the award will vest as to 2,661 shares on February 1, 2016 and 2,660 shares on each of February 1, 2017, February 1, 2018 and February 1, 2019. As the PRSU award did not constitute a derivative security, it was not required to be reported and was not reported on a Form 4 at the time of grant.

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.