

NUVASIVE INC
Form DEFR14A
April 26, 2006

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

NuVasive, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - 1) Title of each class of securities to which transaction applies:

 - 2) Aggregate number of securities to which transaction applies:

 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - 4) Proposed maximum aggregate value of transaction:

 - 5) Total fee paid:

- o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1) Amount Previously Paid:

 - 2) Form, Schedule or Registration Statement No.:

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-

EXPLANATORY NOTE

This Amendment No. 1 is being filed solely for the purpose of correcting the following two typographical errors in a table on page 15 of the Proxy Statement for our 2006 Annual Meeting of Stockholders: (i) Change the year reference in the heading of the table from 2004 to 2005, and (ii) insert the correct Value Realized with respect to options exercised by Kevin C. O Boyle. The corrected table appears below:

Aggregated Option Exercises in 2005 and Fiscal Year-End Option Values

The following table shows information concerning options to purchase shares of our common stock that were exercised by the named executive officers during fiscal year 2005 and the number and value of unexercised in-the-money options held by each of the named executive officers at December 31, 2005. The fiscal year-end value of unexercised in-the-money options listed below has been calculated on the basis of the closing sale price of our common stock as of December 30, 2005, less the applicable exercise price per share, multiplied by the number of shares underlying such options. The closing price of our common stock on December 30, 2005 was \$18.10 per share. An option is in-the-money if the fair market value of the underlying shares exceeds the exercise price of the option.

| Name | Shares Acquired On Exercise | Value Realized | Number of Unexercised | | Value of Unexercised In-the | |
|--------------------|-----------------------------------|-------------------|------------------------------------|---------------|--|---------------|
| | | | Options at 12/31/05 Exercisable | Unexercisable | Money Options at 12/31/05 Exercisable | Unexercisable |
| Lukianov, Alexis V | | \$ | 620,663 | 44,817 | \$ 8,649,502 | \$ 385,426 |
| Valentine, Keith C | | \$ | 155,000 | 72,500 | \$ 1,903,875 | \$ 623,500 |
| O Boyle, Kevin C | 30,000 | \$ 285,450 | 203,730 | 30,937 | \$ 3,062,914 | \$ 266,058 |
| Miles, Patrick | | \$ | 133,417 | 29,583 | \$ 1,742,086 | \$ 254,414 |
| Skinner, James J | 56,000 | \$ 836,790 | 107,833 | 14,167 | \$ 1,513,864 | \$ 121,836 |