

NUVASIVE INC
Form 4
May 23, 2016

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 *

BLAIR JACK R

(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)

05/19/2016

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)

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)
Common Stock	05/19/2016		M	(A) Amount 11,892 (1)	(D) Price \$ 0	80,054 (2)	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 (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 Underlying Securities (Instr. 3 and 4)
RSUs ⁽³⁾	\$ 0	05/19/2016		M	2,833	⁽⁴⁾ / ⁽⁴⁾	Common Stock	2,833
RSUs ⁽³⁾	\$ 0	05/19/2016		M	2,833	⁽⁵⁾ / ⁽⁵⁾	Common Stock	2,833
RSUs ⁽³⁾	\$ 0	05/19/2016		M	3,725	⁽⁶⁾ / ⁽⁶⁾	Common Stock	3,725
RSUs ⁽³⁾	\$ 0	05/19/2016		M	2,501	⁽⁷⁾ / ⁽⁷⁾	Common Stock	2,501

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLAIR JACK R 7475 LUSK BLVD. SAN DIEGO, CA 92121	X			

Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Jack R. Blair 05/23/2016

**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).

- On May 19, 2016, the Reporting Person retired from his position as a member of the Issuer's Board of Directors. Pursuant to deferral elections made by the Reporting Person, all shares underlying Restricted Stock Units ("RSUs") subject to such deferrals will be delivered to the Reporting Person promptly following May 19, 2016, the date on which the Reporting Person retired.
- (1) Shares directly held by the Reporting Person. The Reporting Person also holds conditional rights to receive shares pursuant to previously disclosed Company equity awards.
 - (2) Each RSU represents the right to receive one share of the Issuer's common stock upon vesting.
 - (3) This RSU award was granted to the Reporting Person on May 24, 2012 and is fully vested.
 - (4) This RSU award was granted to the Reporting Person on May 23, 2013 and is fully vested.

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(6) This RSU award was granted to the Reporting Person on May 22, 2014 and is fully vested.

(7) This RSU award was granted to the Reporting Person on June 12, 2015 and is fully vested.

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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