

NEVRO CORP
Form 4
June 17, 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 *
BAY CITY CAPITAL LLC

(Last) (First) (Middle)
750 BATTERY STREET, SUITE 400
(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2015

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) ___X___ Other (specify below)
Former 10% Beneficial Owner

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 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) | Price | | |
| Common Stock | 06/08/2015 | | S | 481,457 | D \$ 47.94 | 1,688,976 | D (1) (2) |
| Common Stock | 06/08/2015 | | S | 10,378 | D \$ 47.94 | 36,403 | D (1) (3) |

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 (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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | |
|--|---------------|-----------------------------|
| | Director | 10% Owner |
| BAY CITY CAPITAL LLC 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | Former 10% Beneficial Owner |
| Bay City Capital Fund IV, L.P. C/O BAY CITY CAPITAL LLC 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111 | | Former 10% Beneficial Owner |
| BAY CITY CAPITAL FUND IV CO INVESMENT FUND LP 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | Former 10% Beneficial Owner |
| Bay City Capital Management IV LLC 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | Former 10% Beneficial Owner |

Signatures

/s/ Carl Goldfischer 06/17/2015

**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).

Bay City Capital Management IV LLC ("BCCM IV") is the General Partner of Bay City Capital Fund IV, L.P. ("BCCF") and Bay City Capital Fund IV Co-Investment Fund, L.P. ("BCCF Co-Investment Fund") and Bay City Capital LLC ("BCC") is the Manager of BCCM IV. BCCM IV and BCC may be deemed to have sole voting and investment power over the shares held by BCCF and BCCF Co-Investment Fund however hold no securities of the Issuer directly. Nathan Pliam, a Venture Partner of BCC, is a member of the Issuer's Board of Directors. Mr. Pliam disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (1) Shares held by BCCF.
- (2) Shares held by BCCF Co-Investment Fund.

Remarks:

Signed by Carl Goldfischer, Managing Director of Bay City Capital LLC for itself; for and on behalf of Bay City Capital Man

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.