

NUVASIVE INC  
Form 4  
May 23, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code (Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/19/2016                              |                                                             | M                                 | (A)<br>or<br>(D)<br>11,892<br>(1)                                       | \$ 0                                                                                                               | 80,054 (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  
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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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 3) |                    |                 |                                        |      |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------|--------------------|-----------------|----------------------------------------|------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D)                                                                 | Date<br>Exercisable                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |      |
| RSUs <u>(3)</u>                                     | \$ 0                                                                  | 05/19/2016                              |                                                             | M                                       |                                                                                                                 | 2,833                                                          |                                                                     | <u>(4)</u>                                             | <u>(4)</u>         | Common<br>Stock | 2,833                                  | \$ 0 |
| RSUs <u>(3)</u>                                     | \$ 0                                                                  | 05/19/2016                              |                                                             | M                                       |                                                                                                                 | 2,833                                                          |                                                                     | <u>(5)</u>                                             | <u>(5)</u>         | Common<br>Stock | 2,833                                  | \$ 0 |
| RSUs <u>(3)</u>                                     | \$ 0                                                                  | 05/19/2016                              |                                                             | M                                       |                                                                                                                 | 3,725                                                          |                                                                     | <u>(6)</u>                                             | <u>(6)</u>         | Common<br>Stock | 3,725                                  | \$ 0 |
| RSUs <u>(3)</u>                                     | \$ 0                                                                  | 05/19/2016                              |                                                             | M                                       |                                                                                                                 | 2,501                                                          |                                                                     | <u>(7)</u>                                             | <u>(7)</u>         | Common<br>Stock | 2,501                                  | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--------------------------------------------------------|---------------|-----------|---------|-------|
|                                                        | Director      | 10% Owner | Officer | Other |
| BLAIR JACK R<br>7475 LUSK BLVD.<br>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).

(1) 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.

(2) Shares directly held by the Reporting Person. The Reporting Person also holds conditional rights to receive shares pursuant to previously disclosed Company equity awards.

(3) Each RSU represents the right to receive one share of the Issuer's common stock upon vesting.

(4) This RSU award was granted to the Reporting Person on May 24, 2012 and is fully vested.

(5) 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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