

Link Matthew
Form 4
February 07, 2019

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 *
Link Matthew

2. Issuer Name and Ticker or Trading Symbol
NUVASIVE INC [NUVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7475 LUSK BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President

SAN DIEGO, CA 92121

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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. 8)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 8)
<u>PRSU</u> <u>(1)</u>	\$ 0	02/06/2019				A		11,277		<u>(2)</u>	<u>(2)</u>	Common Stock	11,277	\$
<u>PRSU</u> <u>(1)</u>	\$ 0	02/06/2019				A		4,754		<u>(3)</u>	<u>(3)</u>	Common Stock	4,754	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Link Matthew 7475 LUSK BLVD. SAN DIEGO, CA 92121			President	

Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Matthew W. Link 02/07/2019

**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) 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 April 30, 2018. The award was granted with a performance condition based on the Issuer's earnings per share over the performance period ended December 31, 2018. On February 6, 2019, the Compensation Committee of the Issuer's Board of Directors certified the Issuer's performance for purposes of the award. Based on the Issuer's performance, the award will vest as to 11,277 shares on April 30, 2021, subject to and in accordance with the terms of the award. As the 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 March 1, 2016. The award was granted based on a target number of shares with a performance multiplier of 0-250% based on the Issuer's total stockholder return over the performance period ended December 31, 2018. On February 6, 2019, the Compensation Committee of the Issuer's Board of Directors certified the Issuer's performance for purposes of the award. Based on the Issuer's performance, the award will vest as to 4,754 shares on March 1, 2019, subject to and in accordance with the terms of the award. As the 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) This PRSU award was granted to the Reporting Person on March 1, 2016. The award was granted based on a target number of shares with a performance multiplier of 0-250% based on the Issuer's total stockholder return over the performance period ended December 31, 2018. On February 6, 2019, the Compensation Committee of the Issuer's Board of Directors certified the Issuer's performance for purposes of the award. Based on the Issuer's performance, the award will vest as to 4,754 shares on March 1, 2019, subject to and in accordance with the terms of the award. As the 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.