

NEVRO CORP  
Form 4  
September 03, 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 \*  
DEMANE MICHAEL F

(Last) (First) (Middle)

C/O NEVRO CORP., 4040  
CAMPBELL AVENUE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/01/2015

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)  Other (specify below)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/01/2015		S <sup>(1)</sup>		26,667	\$ 45.0209 (2)	D
						600,608 <sup>(3)</sup> (4)	
Common Stock	09/02/2015		S <sup>(1)</sup>		6,667	\$ 45.3021 (5)	I
						44,254	See footnote (6)
Common Stock	09/02/2015		S <sup>(1)</sup>		6,667	\$ 45.3022 (5)	I
						117,866	See footnote (7)

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

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(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)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMANE MICHAEL F C/O NEVRO CORP. 4040 CAMPBELL AVENUE MENLO PARK, CA 94025	X		Chief Executive Officer	

## Signatures

/s/ Andrew Galligan, as Attorney-in-Fact for Michael DeMane 09/03/2015

\_\_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).
- (1) The sales were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.  
The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.08, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (2) Includes 8,795 shares previously held by The Michael F. DeMane 2012 Retained Annuity Trust u/a/d July 26, 2012 which were distributed to the Reporting Person on November 28, 2014 and are now owned directly.
- (3)
- (4)

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Includes 1,076 shares previously held by The Michael F. DeMane 2013 Retained Annuity Trust which were distributed to the Reporting Person on April 13, 2015 and are now owned directly.

- (5) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.50, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (6) Shares held by The Michael F. DeMane 2013 Retained Annuity Trust.
- (7) Shares held by The Michael F. DeMane 2012 Retained Annuity Trust u/a/d July 26, 2012.

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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