NEVRO CORP Form 4

Form 4 September 03, 2015

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DEMANE MICHAEL F Issuer Symbol NEVRO CORP [NVRO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title C/O NEVRO CORP., 4040 09/01/2015 below) **CAMPBELL AVENUE** Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MENLO PARK, CA 94025 Person

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4)	ed of	Price	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)		
Common Stock	09/01/2015		S <u>(1)</u>	26,667	D	\$ 45.0209 (2)	600,608 (3) (4)	D			
Common Stock	09/02/2015		S <u>(1)</u>	6,667	D	\$ 45.3021 (5)	44,254	I	See foonote (6)		
Common Stock	09/02/2015		S <u>(1)</u>	6,667	D	\$ 45.3022 (5)	117,866	I	See footnote (7)		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
							of				
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

X

Director 10% Owner Officer Other

DEMANE MICHAEL F C/O NEVRO CORP. 4040 CAMPBELL AVENUE MENLO PARK, CA 94025

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 **(2)** 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.
- 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.

(4)

Reporting Owners 2

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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.

- 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. 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.