

NEVRO CORP  
Form 4  
December 02, 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 \*  
Walker Andre

(Last) (First) (Middle)

C/O NEVRO CORP., 1800 BRIDGE PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2015

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)  
Senior VP, Research & Development

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 11/30/2015                           |  | M                              | 6,000 A \$ 0.96   | 6,470   | D  |                                   |
| Common Stock                    | 11/30/2015                           |  | S <sup>(1)</sup>               | 1,000 D \$ 56   | 5,470   | D  |                                   |
| Common Stock                    | 11/30/2015                           |  | S <sup>(1)</sup>               | 1,000 D \$ 57   | 4,470   | D  |                                   |
| Common Stock                    | 11/30/2015                           |  | S <sup>(1)</sup>               | 1,000 D \$ 58   | 3,470   | D  |                                   |
| Common Stock                    | 11/30/2015                           |  | S <sup>(1)</sup>               | 1,000 D \$ 59   | 2,470   | D  |                                   |

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|              |            |              |       |   |         |       |   |
|--------------|------------|--------------|-------|---|---------|-------|---|
| Common Stock | 11/30/2015 | <u>S</u> (1) | 1,000 | D | \$ 60   | 1,470 | D |
| Common Stock | 11/30/2015 | <u>S</u> (1) | 1,000 | D | \$ 61   | 470   | D |
| Common Stock | 12/01/2015 | M            | 2,000 | A | \$ 0.96 | 2,470 | D |
| Common Stock | 12/01/2015 | <u>S</u> (1) | 1,000 | D | \$ 62   | 1,470 | D |
| Common Stock | 12/01/2015 | <u>S</u> (1) | 1,000 | D | \$ 63   | 470   | 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 required to respond unless the form displays a currently valid OMB control number.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (right to buy)                | \$ 0.96  | 11/30/2015                           |  | M                              | 6,000   | (2) 12/12/2017   | Common Stock 6,000  |
| Stock Option (right to buy)                | \$ 0.96  | 12/01/2015                           |  | M                              | 2,000   | (2) 12/12/2017   | Common Stock 2,000  |
| Stock Option (right to buy)                | \$ 63.23   | 12/01/2015                           |  | A                              | 14,000  | (3) 11/30/2025   | Common Stock 14,000   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Walker Andre  
C/O NEVRO CORP.  
1800 BRIDGE PARKWAY  
REDWOOD CITY, CA 94065

Senior  
VP, Research & Development

## Signatures

/s/ Andrew Galligan, as Attorney-in-Fact for Andre  
Walker

12/02/2015

\_\_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.
  - (2) 100% of the shares subject to the option are fully vested and exercisable.
  - (3) 1/48th of the shares subject to the option vest on each monthly anniversary measured from November 5, 2015 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.

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.