**NEVRO CORP** Form 4 August 17, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction 1(b).

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 \* JAEGER WILFRED E

2. Issuer Name and Ticker or Trading Symbol

NEVRO CORP [NVRO]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

08/15/2016

C/O THREE ARCH PARTNERS, 19 SOUTH B STREET, SUITE 14

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

(Check all applicable)

\_X\_\_ Director 10% Owner \_ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN MATEO, CA 94401

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) Execution Date, if Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year)  (A) or Code V Amount (D) 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	08/15/2016		S	92,353	D	\$ 97.8997 (1)	1,379,272	I	See footnote (2)
Common Stock	08/15/2016		S	5,487	D	\$ 98.6585 (3)	1,373,785	I	See footnote (2)
Common Stock	08/15/2016		S	2,039	D	\$ 97.8997 (1)	30,454	I	See footnote
Common Stock	08/15/2016		S	121	D	\$ 98.6585	30,333	I	See footnote

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					(3)			<u>(4)</u>
Common Stock	08/16/2016	S	20,689	D	\$ 96.0169 (5)	1,353,096	I	See footnote (2)
Common Stock	08/16/2016	S	3,327	D	\$ 97.0641 <u>(6)</u>	1,349,769	I	See footnote (2)
Common Stock	08/16/2016	S	457	D	\$ 96.0169 (5)	29,876	I	See footnote (4)
Common Stock	08/16/2016	S	73	D	\$ 97.0641 <u>(6)</u>	29,803	I	See footnote (4)
Common Stock	08/17/2016	S	29,953	D	\$ 96.1554 <u>(7)</u>	1,319,816	I	See footnote
Common Stock	08/17/2016	S	661	D	\$ 96.1554 (7)	29,142	I	See footnote (4)

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. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	nNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e		Secur	rities	(Instr. 5)
	Derivative					Securities			(Instr	. 3 and 4)	
	Security					Acquired			·		
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						.,					
										Amount	
							Date	Expiration		or	
							Exercisable	•	Title	Number	
							LACICISADIC			of	
				Code	V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr Edgar Filing: NEVRO CORP - Form 4

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JAEGER WILFRED E C/O THREE ARCH PARTNERS 19 SOUTH B STREET, SUITE 14 SAN MATEO, CA 94401



## **Signatures**

/s/ Wilfred E.

08/17/2016

Jaeger

\*\*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).
- The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$97.50 to \$98.49, 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.
- Shares are held by Three Arch Partners IV, L.P. ("TAP IV"). Three Arch Management IV, L.L.C. ("TAM IV"), the general partner of TAP IV, has sole voting and dispositive power with respect to the securities held by TAP IV. Mark A. Wan and Wilfred E. Jaeger, the managing members of TAM IV, share the voting and dispositive power with respect to the shares held by TAP IV. Such persons and entities disclaim beneficial ownership of the shares held by TAP IV except to the extent of any pecuniary interest therein.
- The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$98.52 to \$98.79, 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.
- Shares are held by Three Arch Associates IV, L.P. ("TAA IV"). TAM IV, the general partner of TAA IV, has sole voting and dispositive power with respect to the securities held by TAA IV. Mark A. Wan and Wilfred E. Jaeger, the managing members of TAM IV, share the voting and dispositive power with respect to the shares held by TAA IV. Such persons and entities disclaim beneficial ownership of the shares held by TAA IV except to the extent of any pecuniary interest therein.
- The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$96.00 to \$96.24, 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.
- The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$97.00 to \$97.50, 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.
- The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$96.00 to \$96.55, 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.

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.

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