

NEVRO CORP  
Form S-1MEF  
June 02, 2015

As filed with the Securities and Exchange Commission on June 2, 2015.

Registration No. 333-

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

FORM S-1  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**NEVRO CORP.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

3841  
(Primary Standard Industrial  
Classification Code Number)

56-2568057  
(I.R.S. Employer  
Identification Number)

**4040 Campbell Avenue, Menlo Park, CA 94025, (650) 251-0005**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**Michael DeMane**

**Chief Executive Officer**

**Nevro Corp.**

**4040 Campbell Avenue, Menlo Park, CA 94025, (650) 251-0005**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Anthony J. Richmond, Esq.**

**Brian J. Cuneo, Esq.**

**Latham & Watkins LLP**

**140 Scott Drive**

**Menlo Park, CA 94025**

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**Nevro Corp.**

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**Alan F. Denenberg, Esq.**

**Davis Polk & Wardwell LLP**

**1600 El Camino Real**

**Menlo Park, CA 94025**

**Telephone: (650) 752-2000**

**Facsimile: (650) 752-2111**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-204270

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee
Common Stock, \$0.001 par value per share	\$45,999,862	\$5,346

- (1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1, as amended (File No. 333-204270), is hereby registered.
- (2) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended, on the basis of the maximum aggregate offering price.

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**



**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of Nevro Corp., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-204270), which was declared effective by the Securities and Exchange Commission on June 2, 2015, are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Menlo Park, California, on June 2, 2015.

**NEVRO CORP.**

By: /s/ MICHAEL DEMANE  
Michael DeMane

Chief Executive Officer

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ MICHAEL DEMANE Michael DeMane	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 2, 2015
/s/ ANDREW H. GALLIGAN Andrew H. Galligan	Vice President of Finance, Chief Financial Officer (Principal Financial and Accounting Officer)	June 2, 2015
* Ali Behbahani, M.D.	Director	June 2, 2015
* Frank Fischer	Director	June 2, 2015
* Wilfred E. Jaeger, M.D.	Director	June 2, 2015
* Shawn T McCormick	Director	June 2, 2015
* Nathan B. Pliam, M.D.	Director	June 2, 2015
* Brad Vale, Ph.D., D.V.M.	Director	June 2, 2015

\*By /s/ ANDREW H. GALLIGAN  
Andrew H. Galligan  
Attorney-in-Fact

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
1.1(1)	Form of Underwriting Agreement.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of independent registered public accounting firm.
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
24.1(2)	Power of Attorney.

- (1) Previously filed as Exhibit 1.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-204270), originally filed with the Securities and Exchange Commission on May 18, 2015 and incorporated by reference herein.
- (2) Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-204270), originally filed with the Securities and Exchange Commission on May 18, 2015 and incorporated by reference herein.