

NUVASIVE INC  
Form 5  
February 13, 2017

**FORM 5**

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

OMB APPROVAL  
OMB Number: 3235-0362  
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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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
LUCIER GREGORY T  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
NUVASIVE INC [NUVA]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

7475 LUSK BLVD  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

SAN DIEGO, CA 92121  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(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)<br><br>(A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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**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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security |      |            |   |                   | Disposed of (D) |     | Date Exercisable | Expiration Date  | Title        | Amount or Number of Shares |
|---------------------|------|------------|---|-------------------|-----------------|-----|------------------|------------------|--------------|----------------------------|
|                     |      |            |   |                   | (A)             | (D) |                  |                  |              |                            |
| PRSU <sub>(1)</sub> | \$ 0 | 08/19/2015 | ^ | A4 <sub>(2)</sub> | 112,491         | ^   | ^ <sub>(3)</sub> | ^ <sub>(3)</sub> | Common Stock | 112,491 <sub>(3)</sub>     |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| LUCIER GREGORY T<br>7475 LUSK BLVD<br>SAN DIEGO, CA 92121 | ^ X           | ^         | ^ Chairman & CEO | ^     |

## Signatures

/s/ Nathaniel B. Sisitsky, Attorney-in-Fact for Gregory T. Lucier  
Date: 02/13/2017

Signature: \_\_\_\_\_ 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) Each Performance Restricted Stock Unit ("PRSU") represents a contingent right to receive between 0% and 200% of one share of the Issuer's common stock upon vesting, based on the achievement of the performance conditions established for such PRSUs.
- (2) As disclosed by the Issuer on a Form 8-K filed on May 26, 2015, these PRSUs were granted to the Reporting Person on May 22, 2015, contingent upon purchases of the Issuer's common stock made by the Reporting Person during the period May 22, 2015 through August 19, 2015. The Reporting Person filed Form 4s to report the purchases of the Issuer's common stock during this period, but due to an administrative error, the grant of these PRSUs was inadvertently not reported on a Form 4.
- (3) The number of shares of the Issuer's common stock subject to the PRSUs reported on this Form 5 represents payout at target. The number of shares payable upon vesting of the PRSUs could range from 0% to 200% of target (0 to 224,982 shares), if and to the extent that the Issuer's closing stock price reaches and maintains specified levels over the 15 consecutive trading days ending May 22, 2020, the end of the performance period.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.