NEVRO CORP Form 4 August 11, 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 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 * DEMANE MICHAEL F

2. Issuer Name and Ticker or Trading

Symbol

NEVRO CORP [NVRO]

3. Date of Earliest Transaction

(Month/Day/Year)

C/O NEVRO CORP., 1800 BRIDGE 08/09/2016

(First)

(Middle)

PARKWAY

(Last)

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_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

REDWOOD CITY, CA 94065

| (City) | (State) (Z | (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. Transaction Code (Instr. 8) | ansactionAcquired (A) or ode Disposed of (D) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common | 22 (22 (22) | | Code V | Amount | , , | Price | Reported Transaction(s) (Instr. 3 and 4) | | | |
| Stock | 08/09/2016 | | S <u>(1)</u> | 6,667 | D | \$ 89 | 499,252 | D | | |
| Common Stock | 08/09/2016 | | S(1) | 6,666 | D | \$ 94 | 492,586 | D | | |
| Common Stock | 08/09/2016 | | S <u>(1)</u> | 3,333 | D | \$ 89 | 79,222 | I | See footnote (2) | |
| Common Stock | 08/09/2016 | | S(1) | 3,334 | D | \$ 94 | 75,888 | I | See footnote (2) | |
| Common Stock | 08/09/2016 | | S <u>(1)</u> | 3,333 | D | \$ 89 | 10,923 | I | See footnote (3) | |

Edgar Filing: NEVRO CORP - Form 4

| Common | 08/09/2016 | C | (1) 2.27 | 4 D | ¢ 04 7 500 | т | See |
|--------|------------|---|--------------------------|-----|-------------|---|--------------|
| Stock | 08/09/2010 | 3 | $\stackrel{(1)}{=}$ 3,33 | 4 D | \$ 94 7,589 | 1 | footnote (3) |

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.

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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transacti | 5. orNumber | 6. Date Exerc Expiration D | | 7. Titl Amou | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------|----------------|-------------------------------|------------|-----------------|--------------|------------------------|----------------|
| Security | or Exercise | , , | any | Code | of | (Month/Day/ | | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 1 | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | Code V | (A) (D) | | | | of Shares | | |
| | | | | Code v | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------------|--|--|--|--|
| reporting owner rune / runess | Director | 10% Owner | Officer Other | | | | |
| DEMANE MICHAEL F C/O NEVRO CORP. 1800 BRIDGE PARKWAY REDWOOD CITY, CA 94065 | X | | | | | | |

Signatures

/s/ Andrew Galligan, as Attorney-in-Fact for Michael DeMane

08/11/2016

**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) Shares held by Catherine Q. DeMane Trustee, Michael F. DeMane 2012 Irrevocable Trust U/A/D July 26, 2012.
- (3) Shares held by The Michael F. DeMane 2013 Retained Annuity Trust.

Reporting Owners 2

Edgar Filing: NEVRO CORP - Form 4

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.