

NEVRO CORP  
Form 4  
March 11, 2016

**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 \*  
Elghandour Rami

(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)  
12/29/2015

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)  
President

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	12/29/2015		M		485	A	\$ 3.6
Common Stock	03/09/2016		A		47,771 (1)	A	\$ 0
Common Stock	03/09/2016		A		15,924 (3)	A	\$ 0
							48,256 (2)
							64,180 (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)

number.

**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)	\$ 3.6	12/29/2015		M	485	<u>(5)</u>	12/17/2022	Common Stock	485
Stock Option (Right to Buy)	\$ 54.5	03/09/2016		A	202,294	<u>(6)</u>	03/08/2026	Common Stock	202,294
Stock Option (Right to Buy)	\$ 54.5	03/09/2016		A	67,432	<u>(7)</u>	03/08/2026	Common Stock	67,432

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elghandour Rami C/O NEVRO CORP. 1800 BRIDGE PARKWAY REDWOOD CITY, CA 94065			President	

## Signatures

/s/ Andrew Galligan, as Attorney-in-Fact for Rami Elghandour 03/11/2016

\*\*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).

Constitute restricted stock units ("RSUs") for which the Reporting Person is entitled to receive one (1) share of Common Stock for each (1) RSU upon vesting. 25% of the RSUs vest annually on June 1 of each year, beginning June 1, 2017, subject to the Reporting Person's continued service to the issuer.

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- (2) Includes 47,771 RSUs.

Constitute RSUs for which the Reporting Person is entitled to receive one (1) share of Common Stock for each RSU upon vesting. 25% of the RSUs vest annually upon the filing of the issuer's Form 10-K for each year, beginning in 2017, subject to the Reporting Person's continued service to the issuer and the achievement of certain performance milestones. Shares underlying vested RSUs will be issued on or about June 1 each year.

- (4) Includes 63,695 RSUs.

The option, representing the right to purchase 137,875 shares of the issuer's common stock, vests and becomes exercisable in respect to 25% of the original number of shares subject to the option on the first anniversary measured from November 1, 2012 (the "Vesting Commencement Date"), and 1/48th of the total number of shares vest and become exercisable in thirty-six (36) successive and equal monthly installments thereafter, such that 100% of the shares underlying to the option will be fully vested and exercisable on November 1, 2016, subject to the Reporting Person's continued service to the issuer.

- (6) 1/48th of the shares subject to the option vest on each monthly anniversary measured from June 1, 2016 (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, subject to the Reporting Person's continued service to the issuer.

- (7) 25% of the shares subject to the option vest annually upon the filing of the issuer's Form 10-K for each year, beginning in 2017, subject to the Reporting Person's continued service to the issuer and the achievement of certain performance milestones.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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