

NEVRO CORP
Form 4
November 12, 2014

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 *
AMV Partners II LP

2. Issuer Name and Ticker or Trading Symbol
NEVRO CORP [NVRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2905 PREMIERE PARKWAY,
SUITE 150

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2014

____ Director
____ Officer (give title below) Other (specify below)
Former 10% Beneficial Owner

DULUTH, GA 30097

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (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)	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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/12/2014		C		1,000,213 (1) (2)	A (2)	1,000,213 (1) D (3)
Common Stock	11/12/2014		C		536,572 (1) (4)	A (4)	1,536,785 (1) D (3)
Common Stock	11/12/2014		C		148,555 (1) (5)	A (5)	1,685,340 (1) D (3)

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 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
Series A Preferred Stock	(2)	11/12/2014		C	1,000,213 (1)	(6)	(7)	Common Stock	1,000,213 (1) (2)
Series B Preferred Stock	(4)	11/12/2014		C	536,572 (1)	(6)	(7)	Common Stock	536,572 (1) (4)
Series C Preferred Stock	(5)	11/12/2014		C	148,555 (1)	(6)	(7)	Common Stock	148,555 (1) (5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AMV Partners II LP
2905 PREMIERE PARKWAY, SUITE 150
DULUTH, GA 30097

Former 10%
Beneficial Owner

Signatures

AMV PARTNERS II, L.P. By: Accuitive Medical Ventures II, LLC Its: General Partner By:
/s/ Gordon Wyatt, Managing Member

11/12/2014

__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) Reflects a 1-for-24 reverse stock split of the Issuer's outstanding securities effected prior to the effectiveness of the Issuer's S-1 Registration Statement.
- (2) Each share of Series A Preferred Stock was automatically converted on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (3) Shares held by AMV Partners II, L.P. ("AMV"). Accuitive Medical Ventures II, LLC ("Accuitive") is the General Partner of AMV and Thomas Weldon, Charles Larsen, Gordon Wyatt and Anthony Lando are the Managing Members of Accuitive. AMV has the sole voting and dispositive power over the shares held by AMV, except to the extent that Accuitive and each of Messrs. Weldon, Larsen, Wyatt and/or Lando may be deemed to have shared power to vote or dispose of such shares. Each of Messrs. Weldon, Larsen, Wyatt and Lando

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disclaims beneficial ownership of all shares in which he does not have an actual pecuniary interest therein.

- (4) Each share of Series B Preferred Stock was automatically converted on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (5) Each share of Series C Preferred Stock was automatically converted on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (6) The shares are immediately convertible.
- (7) The shares do not have an expiration date.

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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