NEVRO CORP
Form SC 13G
January 16, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

NEVRO CORP.

(Name of Issuer)

COMMON STOCK, PAR VALUE $0.001 PER SHARE

(Title of Class of Securities)

64157F103

(CUSIP Number)

JANUARY 8, 2019

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

þ Rule 13d-1(c)

o Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person&#146s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be &quotfiled&quot for the purpose of Section 18 of the Securities Exchange Act of 1934 (&quotAct&quot) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

CUSIP No.

64157F103

SCHEDULE 13G

Page

2
of
15

1 NAMES OF REPORTING PERSONS Integrated Core Strategies (US) LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 1,221,907	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 1,221,907	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,221,907	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.1%	

12TYPE OF REPORTING PERSON OO

CUSIP No.

64157F103

SCHEDULE 13G

Page

3
of
15

1 NAMES OF REPORTING PERSONS Integrated Assets II LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 328,495	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 328,495	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 328,495	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.1%	

12	TYPE OF REPORTING PERSON OO

CUSIP No.

64157F103

SCHEDULE 13G

Page

4
of
15

1 NAMES OF REPORTING PERSONS ICS Opportunities, Ltd.	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 20,647	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 20,647	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,647	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o	**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%

12	TYPE OF REPORTING PERSON CO

CUSIP No.

64157F103

SCHEDULE 13G

Page

5
of
15

1 NAMES OF REPORTING PERSONS Millennium International Management LP	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 20,647	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 20,647	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,647	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o	**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%

12	TYPE OF REPORTING PERSON PN

CUSIP No.

64157F103

SCHEDULE 13G

Page

6
of
15

1 NAMES OF REPORTING PERSONS Millennium Management LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 1,571,049	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 1,571,049	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,571,049	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o	**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.2%

12	TYPE OF REPORTING PERSON OO

CUSIP No.

64157F103

SCHEDULE 13G

Page

7
of
15

1 NAMES OF REPORTING PERSONS Millennium Group Management LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 1,571,049	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 1,571,049	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,571,049	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o	**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.2%

12	TYPE OF REPORTING PERSON OO

CUSIP No.

64157F103

SCHEDULE 13G

Page

8
of
15

1 NAMES OF REPORTING PERSONS Israel A. Englander	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 1,571,049	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 1,571,049	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,571,049	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o	
11	

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.2% **12** TYPE OF REPORTING PERSON IN

CUSIP No.

64157F103

SCHEDULE 13G

Page

9
of
15

Item 1.

(a)Name of Issuer:

Nevro Corp., a Delaware corporation (the "Issuer").

(b)Address of Issuer_s Principal Executive Offices:

1800 Bridge Parkway
Redwood City, California 94065

Item 2.
(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Integrated Assets II LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

ICS Opportunities, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Group Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d)Title of Class of Securities:common stock, par value $0.001 per share ("Common Stock")

(e)CUSIP Number: 64157F103

CUSIP No.

64157F103

SCHEDULE 13G

Page

10
of
15

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

CUSIP No.

64157F103

SCHEDULE 13G

Page

11
of
15

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

As of the close of business on January 15, 2019:

i) Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), beneficially owned 1,221,907 shares of the Issuer s Common Stock (consisting of 991,007 shares of the Issuer s Common Stock and listed options to purchase 230,900 shares of the Issuer s Common Stock);

ii) Integrated Assets II LLC, a Delaware limited liability company ("Integrated Assets II"), beneficially owned 328,495 shares of the Issuer s Common Stock; and

iii) ICS Opportunities, Ltd., an exempted company organized under the laws of the Cayman Islands ("ICS Opportunities"), beneficially owned 20,647 shares of the Issuer s Common Stock, which collectively with the other foregoing reporting persons represented 1,571,049 shares of the Issuer s Common Stock or 5.2% of the Issuer s Common Stock outstanding.

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to ICS Opportunities and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies and Integrated Assets II and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Integrated Assets II. Millennium Management is also the general partner of the 100% shareholder of ICS Opportunities and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities.

Millennium Group Management LLC, a Delaware limited liability company ("Millennium Group Management"), is the managing member of Millennium Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Integrated Assets II. Millennium Group Management is also the general partner of Millennium International Management and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities.

Israel A. Englander, a United States citizen ("Mr. Englander"), controls the managing member of Millennium Group Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies, Integrated Assets II and ICS Opportunities.

The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium Management, Millennium Group Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies, Integrated Assets II or ICS Opportunities, as the case may be.

(b) Percent of Class:

As of the close of business on January 15, 2019, Millennium Management, Millennium Group Management and Mr. Englander may be deemed to have beneficially owned 1,571,049 shares of the Issuer s Common Stock or 5.2% of the Issuer s Common Stock outstanding (see Item 4(a) above), which percentage was calculated based on 30,156,127 shares of Common Stock outstanding as of October 31, 2018, as per the Issuer s Form 10-Q dated November 5, 2018.

CUSIP No.

64157F103

SCHEDULE 13G

Page

12
of
15

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

1,571,049 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

1,571,049 (See Item 4(b))

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No.

64157F103

SCHEDULE 13G

Page

13
of
15

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of January 15, 2019, by and among Integrated Core Strategies (US) LLC, Integrated Assets II LLC, ICS Opportunities, Ltd., Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

CUSIP No.

64157F103

SCHEDULE 13G

Page

14
of
15

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: January 15, 2019

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

/s/ Israel A. Englander
Israel A. Englander

CUSIP No.

64157F103

SCHEDULE 13G

Page

15
of
15

EXHIBIT I JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value $0.001 per share, of Nevro Corp., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 15, 2019

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

/s/ Israel A. Englander
Israel A. Englander