NEVRO CORP Form 4 November 13, 2014

FORM 4

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. See Instruction

obligations

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Novo A/S

(Last)

2. Issuer Name and Ticker or Trading

Symbol

NEVRO CORP [NVRO]

3. Date of Earliest Transaction

(Month/Day/Year)

11/12/2014

(Check all applicable)

5. Relationship of Reporting Person(s) to

_X__ 10% Owner Director Officer (give title __X_ Other (specify

below) SEE REMARKS

(Street)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

HELLERUP, G7 2900

TUBORG HAVNEVEJ 19

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y 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 Approximately 1. Securities Approximately 1. Securities 2. Approximately 1. Approximately 1. Approximately 1.	of (D) d 5) (A) or	ed (A)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2014		C	Amount 1,979,841	A	(<u>1</u>)	1,979,841	D	
Common Stock	11/12/2014		P	215,000	A	\$ 18	2,194,841	D	

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)			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 C Preferred Stock	<u>(1)</u>	11/12/2014		C		1,979,841	<u>(1)</u>	<u>(1)</u>	Common Stock	1,979,84

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Novo A/S

TUBORG HAVNEVEJ 19 X SEE REMARKS HELLERUP, G7 2900

Signatures

/s/ Thorkil Kastberg Christensen, Chief Financial Officer of Novo A/S

11/13/2014

**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).

The Series C Preferred Stock (the "Preferred Stock") had no expiration date and was convertible at any time at the holder's election. Upon the closing of the Issuer's initial public offering, the Preferred Stock automatically converted on a one-for-one basis for no

(1) additional consideration into the Issuer's common stock. The number of shares reported on this line item reflect the number of shares of the Issuer's common stock as adjusted for the 1-for-24 reverse split of common stock effected by the Issuer prior to the effectiveness of the registration statement.

Remarks:

Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo Board"), which is currently of

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.

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