

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 *
Three Arch Management IV, L.L.C.

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)
3200 ALPINE ROAD

(Street)

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

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

PORTOLA VALLEY, CA 94028

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/12/2014		C		1,272,187 (1) (2)	A (2)	1,276,263 (1)	I	See footnote (3)
Common Stock	11/12/2014		C		682,475 (1) (4)	A (4)	1,958,738 (1)	I	See footnote (3)
Common Stock	11/12/2014		C		204,076 (1) (5)	A (5)	2,162,814 (1)	I	See footnote (3)
Common Stock	11/12/2014		C		28,090 (1) (2)	A (2)	28,180 (1)	I	See footnote

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Common Stock	11/12/2014	C	15,069 ⁽¹⁾ <u>(4)</u>	A	<u>(4)</u>	43,249 ⁽¹⁾ <u>(6)</u>	I	⁽⁶⁾ See footnote <u>(6)</u>
Common Stock	11/12/2014	C	4,506 ⁽¹⁾ <u>(5)</u>	A	<u>(5)</u>	47,755 ⁽¹⁾ <u>(6)</u>	I	See footnote <u>(6)</u>

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	<u>(2)</u>	11/12/2014		C	1,272,187 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 1,272,187 <u>(1)</u> <u>(2)</u>
Series B Preferred Stock	<u>(4)</u>	11/12/2014		C	682,475 <u>(1)</u>	<u>(4)</u> <u>(4)</u>	Common Stock 682,475 <u>(1)</u> <u>(4)</u>
Series C Preferred Stock	<u>(5)</u>	11/12/2014		C	204,076 <u>(1)</u>	<u>(5)</u> <u>(5)</u>	Common Stock 204,076 <u>(1)</u> <u>(5)</u>
Series A Preferred Stock	<u>(2)</u>	11/12/2014		C	28,090 ⁽¹⁾ <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 28,090 ⁽¹⁾ <u>(2)</u>
Series B Preferred Stock	<u>(4)</u>	11/12/2014		C	15,069 ⁽¹⁾ <u>(4)</u>	<u>(4)</u> <u>(4)</u>	Common Stock 15,069 ⁽¹⁾ <u>(4)</u>
Series C Preferred Stock	<u>(5)</u>	11/12/2014		C	4,506 ⁽¹⁾ <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Common Stock 4,506 ⁽¹⁾ <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Three Arch Management IV, L.L.C. 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028				Former 10% Beneficial Owner
THREE ARCH PARTNERS IV LP 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028				Former 10% Beneficial owner
THREE ARCH ASSOCIATES IV LP 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028				Former 10% Beneficial Owner
JAEGER WILFRED E 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028	X			Former 10% Beneficial Owner
WAN MARK A 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028				Former 10% Beneficial Owner

Signatures

/s/ Wilfred E. Jaeger, as managing member of Three Arch Management IV, L.L.C.	11/12/2014
__Signature of Reporting Person	Date
/s/ Wilfred E. Jaeger, as managing member of Three Arch Management IV, L.L.C. , general partner of Three Arch Partners IV, L.P.	11/12/2014
__Signature of Reporting Person	Date
/s/ Wilfred E. Jaeger, as managing member of Three Arch Management IV, L.L.C. , general partner of Three Arch Associates IV, L.P.	11/12/2014
__Signature of Reporting Person	Date
/s/ Wilfred E. Jaeger	11/12/2014
__Signature of Reporting Person	Date
/s/ Mark A. Wan	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 are held by Three Arch Partners IV, L.P. ("TAP IV"). Three Arch Management IV, L.L.C. ("TAM IV"), the general partner of TAP IV, has sole voting and dispositive power with respect to the securities held by TAP IV. Mark A. Wan and Wilfred E. Jaeger, the managing members of TAM IV, share the voting and dispositive power with respect to the shares held by TAP IV. Such persons and

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entities disclaim beneficial ownership of the shares held by TAP IV except to the extent of any 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) Shares are held by Three Arch Associates IV, L.P. ("TAA IV"). TAM IV, the general partner of TAA IV, has sole voting and dispositive power with respect to the securities held by TAA IV. Mark A. Wan and Wilfred E. Jaeger, the managing members of TAM IV, share the voting and dispositive power with respect to the shares held by TAA IV. Such persons and entities disclaim beneficial ownership of the shares held by TAA IV except to the extent of any pecuniary interest therein.

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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