

NUVASIVE INC
Form 4
June 15, 2005

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 *
William Blair Capital Management VII, LLC

(Last) (First) (Middle)

303 W. MADISON, SUITE 2500

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUVASIVE INC [NUVA]

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Common Stock	06/14/2005		J ⁽¹⁾	2,000,000 ⁽²⁾	D <u>(1)</u> 795,880	I	See footnote <u>(3)</u>
Common Stock	06/14/2005		J ⁽¹⁾	200,119 ⁽⁴⁾	A <u>(1)</u> 995,999	I	See footnote <u>(3)</u>
Common Stock	06/14/2005		J ⁽⁵⁾	200,119 ⁽⁴⁾	D <u>(5)</u> 795,880	I	See footnote <u>(3)</u>
Common Stock	06/14/2005		J ⁽⁵⁾	248 ⁽⁶⁾	A <u>(5)</u> 796,128	I	See footnote <u>(3)</u>

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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)

Table with 10 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 3 and 4).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Rows include William Blair Capital Management VII, LLC; William Blair Capital Management VII, LP; BLAIR WILLIAM CAPITAL PARTNERS VII QP LP; BLAIR WILLIAM CAPITAL PARTNERS VII LP.

Signatures

/s/ Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C.

06/14/2005

**Signature of Reporting Person

Date

/s/ Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P.

06/14/2005

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__Signature of Reporting Person

Date

/s/ Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P., the general partner of William Blair Capital Partners VII QP, L.P.

06/14/2005

__Signature of Reporting Person

Date

/s/ Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P., the general partner of William Blair Capital Partners VII, L.P.

06/14/2005

__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) Pro rata distribution of shares by William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. to their partners.
- (2) Represents 1,925,781 shares directly owned by William Blair Capital Partners VII QP, L.P. and 74,219 shares directly owned by William Blair Capital Partners VII, L.P.

William Blair Capital Management VII, L.P. is the general partner of William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. William Blair Capital Management VII, L.L.C. is the general partner of William Blair Capital Management VII, L.P. Accordingly, William Blair Capital Management VII, L.P. and William Blair Capital Management VII, L.L.C. may be deemed
- (3) beneficial owners of the shares listed in Table 1; however, William Blair Capital Management VII, L.P. and William Blair Capital Management VII, L.L.C. disclaim beneficial ownership of these shares except to the extent of their proportionate pecuniary interest in these shares.
- (4) Represents shares directly owned by William Blair Capital Management VII, L.P.
- (5) Pro rata distribution of shares by William Blair Capital Management VII, L.P. to its partners.
- (6) Represents shares directly owned by William Blair Capital Management VII, L.L.C.

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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