

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 \*  
BAY CITY CAPITAL LLC  
(Last) (First) (Middle)  
750 BATTERY STRET, SUITE 400  
(Street)  
SAN FRANCISCO, CA 94111  
(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Former 10% Beneficial Owner

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		1,272,841 (1) (2)	A	(2) 1,296,293 (1)	I	See footnotes (3) (4)
Common Stock	11/12/2014		C		682,826 (1) (5)	A	(5) 1,979,119 (1)	I	See footnotes (3) (4)
Common Stock	11/12/2014		C		191,314 (1) (6)	A	(6) 2,170,433 (1)	I	See footnotes (3) (4)
Common Stock	11/12/2014		C		27,435 (1) (2)	A	(2) 27,940 (1)	I	See footnotes

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Common Stock	11/12/2014	C	14,718 <sup>(1)</sup> <u>(5)</u>	A	<u>(5)</u>	42,658 <sup>(1)</sup> <u>(1)</u>	I	<u>(7)</u> <u>(4)</u> See footnotes <u>(7)</u> <u>(4)</u>
Common Stock	11/12/2014	C	4,123 <sup>(1)</sup> <u>(6)</u>	A	<u>(6)</u>	46,781 <sup>(1)</sup> <u>(1)</u>	I	<u>(7)</u> <u>(4)</u> See footnotes <u>(7)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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	1,272,841 <u>(1)</u>	<u>(8)</u> <u>(9)</u>	Common Stock 1,272,841 <u>(1)</u> <u>(2)</u>
Series B Preferred Stock	<u>(5)</u>	11/12/2014		C	682,826 <u>(1)</u>	<u>(8)</u> <u>(9)</u>	Common Stock 682,826 <u>(1)</u> <u>(5)</u>
Series C Preferred Stock	<u>(6)</u>	11/12/2014		C	191,314 <u>(1)</u>	<u>(8)</u> <u>(9)</u>	Common Stock 191,314 <u>(1)</u> <u>(6)</u>
Series A Preferred Stock	<u>(2)</u>	11/12/2014		C	27,435 <sup>(1)</sup> <u>(2)</u>	<u>(8)</u> <u>(9)</u>	Common Stock 27,435 <sup>(1)</sup> <u>(2)</u>
Series B Preferred Stock	<u>(5)</u>	11/12/2014		C	14,718 <sup>(1)</sup> <u>(5)</u>	<u>(8)</u> <u>(9)</u>	Common Stock 14,718 <sup>(1)</sup> <u>(5)</u>
Series C Preferred Stock	<u>(6)</u>	11/12/2014		C	4,123 <sup>(1)</sup> <u>(6)</u>	<u>(8)</u> <u>(9)</u>	Common Stock 4,123 <sup>(1)</sup> <u>(6)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAY CITY CAPITAL LLC 750 BATTERY STRET, SUITE 400 SAN FRANCISCO, CA 94111				Former 10% Beneficial Owner
Bay City Capital Management IV LLC 750 BATTERY STRET, SUITE 400 SAN FRANCISCO, CA 94111				Former 10% Beneficial Owner
Bay City Capital Fund IV, L.P. 750 BATTERY STRET, SUITE 400 SAN FRANCISCO, CA 94111				Former 10% Beneficial Owner
BAY CITY CAPITAL FUND IV CO INVESMENT FUND LP 750 BATTERY STRET, SUITE 400 SAN FRANCISCO, CA 94111				Former 10% Beneficial Owner

## Signatures

Bay City Capital LLC /s/ Carl Goldfischer, Managing Director	11/12/2014
__Signature of Reporting Person	Date
Bay City Capital Management IV, LLC By: Bay City Capital LLC its Manager /s/ Carl Goldfischer, Managing Director	11/12/2014
__Signature of Reporting Person	Date
Bay City Capital Fund IV, L.P. By: Bay City Capital Management IV, LLC its General Partner By: Bay City Capital LLC its Manager /s/ Carl Goldfischer, Managing Director	11/12/2014
__Signature of Reporting Person	Date
Bay City Capital Fund IV Co-Investment Fund LP By: Bay City Capital Management IV, LLC its General Partner By: Bay City Capital LLC its Manager /s/ Carl Goldfischer, Managing Director	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 Bay City Capital Fund IV, L.P.
  - (4) Bay City Capital Management IV ("BCCM IV") is the General Partner of Bay City Capital Fund IV, L.P. ("BCCF") and Bay City Capital Fund IV Co-Investment Fund, L.P. ("BCCF Co-Investment Fund") and Bay City Capital LLC ("BCC") is the Manager of BCCM IV. BCCM IV and BCC may be deemed to have sole voting and investment power over the shares held by BCCF and BCCF Co-Investment

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Fund however hold no securities of the Issuer directly. Nathan Pliam, a Venture Partner of BCC, is a member of the Issuer's Board of Directors. Mr. Pliam disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (5) 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.
- (6) 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.
- (7) Shares held by Bay City Capital Fund IV Co-Investment Fund, L.P.
- (8) The shares are immediately convertible.
- (9) 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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