

NEVRO CORP  
Form S-8  
February 29, 2016

As filed with the Securities and Exchange Commission on February 29, 2016

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**NEVRO CORP.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1800 Bridge Parkway**

**56-2568057**  
**(IRS Employer**  
**Identification No.)**

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**Redwood City, CA 94065**

**(Address of Principal Executive Offices) (Zip Code)**

**2014 Equity Incentive Award Plan**

**2014 Employee Stock Purchase Plan**

**(Full title of the plan)**

**Michael DeMane**

**Chief Executive Officer**

**Nevro Corp.**

**1800 Bridge Parkway**

**Redwood City, CA 94065**

**(Name and address of agent for service)**

**(650) 251-0005**

**(Telephone number, including area code, of agent for service)**

*Copies to:*

**Anthony J. Richmond, Esq.**

**Brian J. Cuneo, Esq.**

**Latham & Watkins LLP**

**140 Scott Drive**

**Menlo Park, CA 94025**

**(650) 328-4600**

**Michael W. Hall, Esq.**

**General Counsel**

**Nevro Corp.**

**1800 Bridge Parkway**

**Redwood City, CA 94065**

**(650) 251-0005**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Securities	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Offering Price	Amount of Registration Fee
<b>To Be Registered</b>				
Common Stock, \$0.001 par value	1,125,742 (2)	\$57.57 (3)	\$64,808,966.94	\$6,526.26
Common Stock, \$0.001 par value	281,435 (4)	\$57.57 (3)	\$16,202,212.95	\$1,631.56
Total:	1,407,177		\$81,011,179.89	\$8,157.83

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall also cover any additional shares of the common stock of Nevro Corp. (the Registrant) that become issuable under the 2014 Equity Incentive Award Plan (the 2014 Plan) and the 2014 Employee Stock Purchase Plan (the ESPP), by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Represents the additional shares of common stock available for future issuance under the 2014 Plan resulting from an annual increase as of January 1, 2016.
- (3) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant is the average of the high and low prices for the registrant's common stock as reported on The New York Stock Exchange on February 23, 2016, which is \$57.57.
- (4) Represents the additional shares of common stock available for future issuance under the ESPP resulting from an annual increase as of January 1, 2016.

**Proposed sale to take place as soon after the effective date of the  
 registration statement as awards under the plans are granted, exercised and/or vest.**

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,407,177 shares of the Registrant's common stock issuable under the following employee benefit plans for which a Registration Statement of the Registrant on Form S-8 (File No. 333-200145) is effective: (i) the 2014 Equity Incentive Award Plan, as a result of the operation of an automatic annual increase provision therein, which added 1,125,742 shares of common stock, and (ii) the 2014 Employee Stock Purchase Plan, as a result of the operation of an automatic annual increase provision therein, which added 281,435 shares of common stock.

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON  
FORM S-8**

Pursuant to Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on November 12, 2014 (File No. 333-200145) are incorporated by reference herein.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California, on this 29th day of February, 2016.

NEVRO CORP.

By: /s/ MICHAEL DEMANE

Name: Michael DeMane

Title: Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Michael DeMane and Andrew H. Galligan, and each of them, as attorneys-in-fact, each with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ MICHAEL DEMANE Michael DeMane	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 29, 2016
/s/ ANDREW H. GALLIGAN Andrew H. Galligan	Chief Financial Officer (Principal Financial and Accounting Officer)	February 29, 2016
/s/ ALI BEHBAHANI Ali Behbahani, M.D.	Director	February 29, 2016
/s/ FRANK FISCHER Frank Fischer	Director	February 29, 2016
/s/ WILFRED E. JAEGER	Director	February 29,

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Wilfred E. Jaeger, M.D.		2016
/s/ SHAWN T MCCORMICK	Director	February 29, 2016
Shawn T. McCormick		
/s/ LISA EARNHARDT	Director	February 29, 2016
Lisa Earnhardt		
/s/ BRAD H. VALE	Director	February 29, 2016
Brad H. Vale, Ph.D., D.V.M.		

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**EXHIBIT INDEX**

<b>Exhibit</b>		<b>Incorporated by Reference</b>			<b>Filed</b>
<b>Number</b>	<b>Description of Document</b>	<b>Form</b>	<b>Date</b>	<b>Number</b>	<b>Herewith</b>
4.1	Amended and Restated Certificate of Incorporation.	8-K	11/12/2014	3.1	
4.2	Amended and Restated Bylaws.	8-K	11/12/2014	3.2	
4.3	Form of Common Stock Certificate.	S-1/A	10/27/2014	4.2	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1(a)#	Nevro Corp. 2014 Equity Incentive Award Plan.	S-8	11/12/2014	99.2(a)	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2014 Equity Incentive Award Plan.	S-1/A	10/10/2014	10.9(b)	
99.1(c)#	Form of Restricted Stock Award Agreement and Restricted Stock Award Grant Notice under the 2014 Equity Incentive Award Plan.	S-1/A	10/10/2014	10.9(c)	
99.1(d)#	Form of Restricted Stock Unit Award Agreement and Restricted Stock Unit Award Grant Notice under the 2014 Equity Incentive Award Plan.	S-1/A	10/10/2014	10.9(d)	
99.2#	Nevro Corp. 2014 Employee Stock Purchase Plan.	S-8	11/12/2014	99.3	

# Indicates management contract or compensatory plan.