

NUVASIVE INC
Form 4
June 15, 2005

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

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 *
MINOCHERHOMJEE ARDA

(Last) (First) (Middle)

WILLIAM BLAIR CAPITAL PARTNERS, L.L.C., 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 10% Owner
 Officer (give title below) Other (specify below)

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	06/14/2005		J ⁽¹⁾		2,000,000 ⁽²⁾	D	<u>(1)</u> 795,880	I	See footnote ⁽³⁾
Common Stock	06/14/2005		J ⁽¹⁾		200,119 ⁽⁴⁾	A	<u>(1)</u> 995,999	I	See footnote ⁽³⁾
Common Stock	06/14/2005		J ⁽⁵⁾		200,119 ⁽⁴⁾	D	<u>(5)</u> 795,880	I	See footnote ⁽³⁾
Common	06/14/2005		J ⁽⁵⁾		248 ⁽⁶⁾	A	<u>(5)</u> 796,128	I	See

Stock									footnote (3)
Common Stock	06/14/2005		J ⁽⁵⁾	2,706	A	(5)	798,834	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)	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 Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MINOCHERHOMJEE ARDA WILLIAM BLAIR CAPITAL PARTNERS, L.L.C. 303 W. MADISON, SUITE 2500 CHICAGO, IL 60606	X	X		

Signatures

/s/ Arda M. Minocherhomjee 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.

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- (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. The Reporting Person is a managing director and limited partner of William Blair Capital Management VII, L.P. and a

- (3) managing director and member of William Blair Capital Management VII, L.L.C. Accordingly, William Blair Capital Management VII, L.P., William Blair Capital Management VII, L.L.C. and the Reporting Person may be deemed beneficial owners of the shares listed in Table 1. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest in the shares.

- (4) Represents shares directly held 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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