

NUVASIVE INC
Form DEF 14A
March 28, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant R

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

R Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

NuVasive, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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R No fee required.

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- 1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
OF NUVASIVE, INC.**

To Be Held May 9, 2019

The NuVasive, Inc. 2019 Annual Meeting of Stockholders will be held on May 9, 2019 at 8:00 AM local time at the Company's corporate headquarters located at 7475 Lusk Boulevard, San Diego, California 92121 for the following purposes, each as more fully described in the accompanying Proxy Statement:

1. to elect three Class III Directors to hold office until the Company's 2022 Annual Meeting of Stockholders and until their successors are elected and qualified;
2. to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019;
3. to hold a non-binding advisory vote on the compensation of the Company's named executive officers for the fiscal year ended December 31, 2018; and
4. to transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Our Board of Directors recommends a vote **FOR** each of the Director nominees and **FOR** Proposals 2 and 3. Only stockholders of record at the close of business on March 19, 2019 will be entitled to notice of, and to vote at, the Annual Meeting. For ten days prior to the Annual Meeting, a complete list of the stockholders of record on March 19, 2019, will be available at our corporate headquarters, located at 7475 Lusk Boulevard, San Diego, CA 92121, for examination during ordinary business hours by any stockholder for any purpose relating to the Annual Meeting.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, we encourage you to vote your shares. After reading the accompanying Proxy Statement, please make sure to vote your shares: (i) by promptly voting electronically or telephonically as described in the accompanying Proxy Statement; (ii) if you received a paper copy of the proxy card, by completing, dating, signing and returning your proxy card; or (iii) by attending the Annual Meeting in person. Instructions regarding all three methods of voting are provided on the proxy card. If you hold shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from such firm, bank or other nominee to vote your shares.

I look forward to seeing you at the Annual Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

J. Christopher Barry

Chief Executive Officer

San Diego, California

March 28, 2019

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SOLICITATION OF PROXIES

FOR THE

NUVASIVE, INC.

2019 ANNUAL MEETING OF STOCKHOLDERS

The accompanying proxy is being solicited by the Board of Directors of NuVasive, Inc. (the *Company* or *NuVasive*) and contains information related to the Company's 2019 Annual Meeting of Stockholders. The 2019 Annual Meeting of Stockholders will be held on May 9, 2019 at 8:00 AM local time at the Company's corporate headquarters located at 7475 Lusk Boulevard, San Diego, California 92121, or any adjournments or postponements thereof, for the purposes described in the accompanying Notice of Annual Meeting of Stockholders. The Board of Directors has made proxy materials available on the Internet, or, upon your request, has delivered printed proxy materials to you, in connection with the solicitation of proxies by the Board of Directors for use at the Company's 2019 Annual Meeting of Stockholders. The Proxy Statement for the Company's 2019 Annual Meeting of Stockholders was filed with the U.S. Securities and Exchange Commission on March 28, 2019, which is also the approximate date on which the Proxy Statement and the accompanying proxy were first sent or made available to stockholders.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE NUVASIVE, INC. 2019 ANNUAL MEETING OF STOCKHOLDERS

The NuVasive, Inc. Proxy Statement and Annual Report for the fiscal year ended December 31, 2018

are available electronically at www.proxydocs.com/NUVA

YOUR VOTE IS IMPORTANT!

ALL STOCKHOLDERS OF RECORD AT THE CLOSE OF BUSINESS ON MARCH 19, 2019 ARE INVITED TO ATTEND AND VOTE THEIR SHARES AT THE NUVASIVE, INC. 2019 ANNUAL MEETING OF STOCKHOLDERS. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN

PERSON, WE ENCOURAGE YOU TO READ THE ACCOMPANYING PROXY STATEMENT AND SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE TO VOTE YOUR SHARES. FOR SPECIFIC INSTRUCTIONS ON HOW TO VOTE YOUR SHARES, PLEASE REFER TO THE INSTRUCTIONS ON THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS YOU RECEIVED IN THE MAIL, THE QUESTION HOW DO I VOTE? IN THE ACCOMPANYING PROXY STATEMENT, OR, IF YOU REQUESTED PRINTED PROXY MATERIALS BY MAIL, YOUR ENCLOSED PROXY CARD. THIS WILL ENSURE THE PRESENCE OF A QUORUM AT THE ANNUAL MEETING. IF YOU ATTEND THE ANNUAL MEETING, YOU MAY VOTE IN PERSON IF YOU WISH TO DO SO, EVEN IF YOU HAVE PREVIOUSLY SUBMITTED YOUR PROXY OR VOTING INSTRUCTIONS.

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PROXY STATEMENT SUMMARY

2019 ANNUAL MEETING OF STOCKHOLDERS

*To assist you in reviewing the Proxy Statement for the 2019 Annual Meeting of Stockholders (the **Annual Meeting**), we call your attention to the following summary information. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting.*

Annual Meeting of Stockholders

Date and Time May 9, 2019 at 8:00 AM (local time)

Place NuVasive, Inc. Corporate Headquarters
7475 Lusk Boulevard, San Diego, CA 92121

Record Date March 19, 2019

Voting Stockholders as of the Record Date are entitled to vote their shares at the Annual Meeting. Each share of common stock is entitled to one vote for each Director nominee and one vote for each of the other proposals to be voted on at the Annual Meeting.

Proposals and Voting Recommendations

Proposal 1 Election of three Class III Directors to hold office until the Company's 2022 Annual Meeting of Stockholders and until their successors are elected and qualified.

The Board recommends a vote FOR each Nominee

For more information, see page 5 of the accompanying Proxy Statement.

Proposal 2 Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

The Board recommends a vote FOR Proposal 2

For more information, see page 24 of the accompanying Proxy Statement.

Proposal 3 Non-binding advisory vote on the compensation of the Company's named executive officers for the fiscal year ended December 31, 2018.

The Board recommends a vote FOR Proposal 3

For more information, see page 27 of the accompanying Proxy Statement.

Nominees for Election as Directors

Robert F. Friel

Independent Director; Board member since February 2016

Principal Occupation: Chairman and Chief Executive Officer of PerkinElmer, Inc.

Current member of NuVasive Compensation Committee

Donald J. Rosenberg, Esq. **Lead Independent Director; Board member since February 2016**

Principal Occupation: Executive Vice President, General Counsel and Corporate Secretary of QUALCOMM Incorporated

Current member of NuVasive Compensation Committee and

Nominating, Corporate Governance and Compliance Committee

Daniel J. Wolterman **Independent Director; Board member since July 2015**

Principal Occupation: Chief Executive Officer of ColubrisMX, Inc. and X-Cath, Inc.

Current Chair of NuVasive Compensation Committee

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Size of Board	Ten
Independent Directors	Eight of our ten current Directors are independent
Chairman and CEO	Separate leadership structure
Lead Independent Director	Yes
Board Self-Evaluation	Annual
Retirement Age Policy	Yes (<i>Directors may not stand for re-election after age 72</i>)
Voting Standard	Majority vote (<i>in uncontested elections</i>)
Corporate Governance Guidelines	Yes

Fiscal 2018 Financial and Business Highlights

Delivering Financial Results We generated global revenue of \$1,101.7 million during 2018, with growth that outpaced the overall spine market at 7.3% compared to 2017 as reported (7.1% constant currency), including revenue from our international business (which excludes Puerto Rico) of \$205.6 million, representing 14.2% growth compared to 2017 (constant currency). We delivered non-GAAP operating margin of 15.1% in 2018, which saw headwinds from the ramp-up at our new West Carrollton, OH manufacturing facility and increased investment in innovation and infrastructure.

Drove higher global revenue, up 7.3% to \$1,101.7 million

Launching Innovative Solutions We launched over 20 innovative spine solutions in 2018, including (i) additions to our portfolio of expandable interbody implants with XLX and TLX 20°, (ii) buildout of our Modulus® XLIF portfolio, (iii) the launch of Reline® MAS® Midline, and (iv) advancement of our Biologics portfolio with the launch of AttraX® Scaffold, as well as Biologics line extensions with Propel DBM, Amniotic Membrane and Traditional Bone Allograft Chips. Additionally, we unveiled our innovative Pulse surgical automation platform at the North American Spine Society (NASS) annual meeting in September 2018.

Introduced 20+ new products and unveiled Pulse surgical automation platform

Executing on Strategic Collaborations We established two key collaborations during 2018, including our Spine Precision Partnership with Siemens Healthineers, and a strategic collaboration with Biedermann Technologies. The Spine Precision Partnership facilitates the integration of NuVasive’s Pulse surgical automation platform with Siemens Healthineers’ mobile 3D c-arm. The collaboration with Biedermann Technologies, a world-class engineering design firm, allows NuVasive to integrate Biedermann’s proprietary screw innovations into our iGA® platform, helping to advance the development of our next-generation Reline® complex spine system.

Established collaborations with Siemens Healthineers and Biedermann Technologies
Launched boundary model and continued in-sourced manufacturing efforts

Investing in Infrastructure During 2018, we launched a boundary model set fulfillment pilot program in Chicago, IL that has decreased courier costs and increased asset utilization in the field. Additionally, our manufacturing facility in West Carrollton, OH improved throughput and absorption rates with 70% of our SKUs insourced by the end of 2018, in line with our target. Our in-sourced manufacturing efforts are expected to help expedite product launches and support increased customer responsiveness and unit cost savings.

Executive Compensation Best Practices

Clawback Policy	<i>Yes (for incentive compensation, if material restatement of financials)</i>
Tax Gross-Ups	No tax gross-ups for change-in-control payments
Compensation Consultant	<i>Yes (independent consultant engaged by Compensation Committee)</i>
Stock Ownership Guidelines	<i>Yes (applies to Directors and senior management)</i>

Compensation Risk

Compensation risk assessment conducted annually

Hedging Activities

Hedging transactions are prohibited by officers, Directors and employees under the Company's Insider Trading Policy

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NUVASIVE, INC.

7475 Lusk Boulevard, San Diego, CA 92121

Telephone: (858) 909-1800

PROXY STATEMENT FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS

May 9, 2019 at 8:00 AM (local time)

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

1. Why am I receiving these materials?

We have made this proxy statement (the *Proxy Statement*) and the accompanying proxy materials available to you in connection with the solicitation by the Board of Directors (the *Board*) of NuVasive, Inc. (the *Company* or *NuVasive*) of proxies to be voted at the Company's 2019 Annual Meeting of Stockholders to be held on May 9, 2019 (the *Annual Meeting*), and at any postponements or adjournments of the Annual Meeting.

2. What is the purpose of the Annual Meeting?

Stockholders are being asked to vote on each of the following items of business at the Annual Meeting: (i) the election of three Class III Directors for terms expiring at the 2022 Annual Meeting of Stockholders; (ii) the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019; (iii) non-binding advisory approval of the compensation of the Company's named executive officers (the *Named Executive Officers*) for the fiscal year ended December 31, 2018; and (iv) any other business that may properly come before the Annual Meeting.

3. Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

In accordance with rules adopted by the Securities and Exchange Commission (the *SEC*), we may furnish proxy materials, including this Proxy Statement and our Annual Report on Form 10-K for fiscal year ended December 31, 2018 (the *2018 Annual Report*), to our stockholders by providing access to such documents on the Internet instead of mailing printed copies. Stockholders will not receive printed copies of the proxy materials unless they request them. Instead, the Notice of Internet Availability of Proxy Materials (the *Notice*) will instruct you as to how you may access and review all of the proxy materials on the Internet, as well as how you may submit your proxy on the Internet. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or your proxy card and to download printable versions of the proxy materials. If you would like to receive a paper or email copy of

our proxy materials, you should follow the instructions for requesting such materials in the Notice.

4. How do I access electronic copies of the proxy materials?

The proxy materials for the Annual Meeting are available electronically at www.proxydocs.com/NUVA. If you received a Notice, the Notice will provide you with instructions regarding how to access electronic copies of our proxy materials and how to vote your shares. The Notice will also indicate how you can elect to receive future proxy materials electronically. We encourage stockholders to consider choosing to receive future proxy materials electronically, as it will save us the cost of printing and mailing documents to you and will reduce the impact of printing and mailing these materials on the environment.

5. Who is entitled to vote at the Annual Meeting?

If you were a holder of shares of the Company's common stock at the close of business on March 19, 2019 (the *Record Date*), you are entitled to notice of and to vote at the Annual Meeting. At the close of

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business on the Record Date, there were 51,856,479 shares of our common stock outstanding. Each share of common stock is entitled to one vote. As summarized below, there are some distinctions between shares owned by stockholders of record and shares owned beneficially in street name. In accordance with Delaware law, a list of stockholders entitled to vote at the Annual Meeting will be available at the Annual Meeting and for 10 days prior to the Annual Meeting, Monday through Friday between the hours of 9:00 AM and 4:00 PM local time at our corporate headquarters located at 7475 Lusk Boulevard, San Diego, CA 92121.

6. What does it mean to be a stockholder of record ?

You are a stockholder of record if your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A. As a stockholder of record, you may vote in person at the Annual Meeting (subject to the satisfying the admission criteria) or vote by proxy. If you requested to receive printed proxy materials, we have enclosed or sent a proxy card for you to use. You may also vote by Internet or telephone, as described in the Notice and below under the heading How do I vote my shares?

7. What does it mean to beneficially own shares in street name ?

You are deemed to beneficially own your shares in street name if your shares are held in an account at a brokerage firm, bank, broker-dealer, trust, or other similar organization (we will refer to those organizations collectively as *broker*). If this is the case, the Notice was forwarded to you by your broker. As the beneficial owner, you have the right to direct your broker on how to vote the shares in your account, and you are invited to attend the Annual Meeting; however, since you are not a stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid legal proxy from your broker giving you the right to vote the shares at the meeting.

If you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposals on which your broker does not have discretionary authority to vote (a *broker non-vote*). Under the rules that govern brokers, brokers have the discretion to vote on routine matters, but not on non-routine matters. The ratification of the appointment of the Company's independent registered public accounting firm is a matter considered routine under applicable rules. Non-routine matters include the election of Directors and the advisory vote on the compensation of our Named Executive Officers.

8. How do I vote my shares?

If you are a stockholder of record, you may vote your shares by one of the following three methods:

Vote via the Internet. Go to the web address www.proxypush.com/NUVA and follow the instructions for Internet voting as shown on the proxy card mailed to you. If you vote via the Internet, you should be aware that there may be incidental costs associated with electronic access, such as your usage charges from your Internet access providers and telephone companies, for which you will be responsible.

Vote by Telephone. Dial 1-866-217-7017 and follow the instructions for telephone voting shown on the proxy card mailed to you.

Vote by Proxy Card Mailed to You. If you do not wish to vote via the Internet or by telephone, please complete, sign, date and mail the proxy card in the envelope provided. If you vote via the Internet or by telephone, please do not mail your proxy card.

The Internet and telephone voting procedures are designed to authenticate your identity and to allow you to vote your shares for the matters before our stockholders as described in the proxy materials and confirm that your voting instructions have been properly recorded.

If your shares are held through a broker (typically referred to as being held in *street name*), you will receive separate voting instructions from your broker. In these cases, you may provide your voting instructions by Internet, telephone or mail by submitting a voting instruction form. Your broker may vote your shares on the proposal to ratify our independent auditors, but will not be permitted to vote your shares with respect to the other proposals before our stockholders as described in this Proxy Statement unless you provide instructions to your broker as to how to vote your shares for such other proposals.

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Votes submitted via the Internet or by telephone for the matters before our stockholders as described in this Proxy Statement must be received by 11:59 PM Eastern Time on May 8, 2019.

9. How does the Board recommend that I vote my shares?

THE BOARD RECOMMENDS THAT YOU VOTE YOUR SHARES FOR THE ELECTION OF EACH OF THE CLASS III DIRECTOR NOMINEES, FOR THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AND FOR THE NON-BINDING ADVISORY RESOLUTION ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, IN EACH CASE AS FURTHER DESCRIBED IN THIS PROXY STATEMENT.

10. Can I change my vote after I submit my proxy?

Yes. If you are a stockholder of record, you may revoke a proxy at any time before it is voted at the Annual Meeting by (a) delivering a proxy revocation or another duly executed proxy bearing a later date to the Secretary of the Company at 7475 Lusk Boulevard, San Diego, CA 92121, or (b) attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not revoke a proxy unless you actually vote in person at the Annual Meeting. If you beneficially hold shares in street name, you may change your vote by submitting new voting instructions to your broker following the instructions provided by your broker, or, if you have obtained a legal proxy from your broker or other nominee giving you the right to vote your shares, by attending the Annual Meeting and voting in person.

11. How are the votes counted?

The Company's Restated Bylaws, as amended (the *Bylaws*) provide that a majority of all the outstanding shares of stock entitled to vote constitutes a quorum for the transaction of business at the Annual Meeting. Votes for and against, abstentions, and broker non-votes will be counted for purposes of determining the presence or absence of a quorum. A broker non-vote occurs when your broker submits a proxy card for your shares of common stock held in street name, but does not vote on a particular proposal because the broker has not received voting instructions from you and does not have the authority to vote on that matter without instructions.

In the election of Directors and for proposals 2 and 3, you may vote **FOR**, **AGAINST**, or **ABSTAIN**. A vote of **ABSTAIN** with respect to any such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

If no instructions are indicated, the shares will be voted as recommended by the Board unless you submit your proxy card through a broker and your broker does not indicate a vote on a particular matter because your broker has not received voting instructions from you. If the Company receives a proxy card with a broker non-vote, your proxy will be voted **FOR** the ratification of the appointment of Ernst & Young LLP and it will not be included as a vote with respect to the election of directors or the advisory vote on the compensation of our Named Executive Officers.

12. What vote is needed to approve each of the proposals?

Under the Bylaws, at any meeting of stockholders for the election of Directors at which a quorum is present, each Director shall be elected by the vote of a majority of the votes cast with respect to that Director; provided, that in the event of a contested election, Directors shall be elected by a plurality of votes cast by the stockholders entitled to vote at the election. All other matters shall be determined by a majority of the votes present in person or represented by proxy, unless otherwise required by applicable law, rule or regulation or the Company's organizational documents.

13. Is cumulative voting permitted for the election of Directors?

No. You may not cumulate your votes for the election of Directors.

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14. Who will count votes at the Annual Meeting?

We have engaged Mediant Communications to serve as the tabulator of votes and our Board has designated Nathaniel B. Sisitsky, Senior Vice President, General Counsel and Corporate Secretary, to serve as the Inspector of Election.

15. How do I attend the Annual Meeting?

Admission to the Annual Meeting is limited to holders of Company common stock on the Record Date and a member of each attending stockholder's immediate family or their named representatives. If you are a stockholder of record you will need to present identification to be admitted to the Annual Meeting. If you are a stockholder who is an individual, you will need to present government-issued identification showing your name and photograph (*e.g.*, a driver's license or passport), or, if you are representing an institutional investor, you will need to present government-issued photo identification and professional evidence showing your representative capacity for such entity. In each case, we will verify such documentation with our Record Date stockholder list. We reserve the right to limit the number of immediate family members or representatives who may attend the meeting. For stockholders holding shares in street name, in addition to providing identification as outlined for record holders above, you will need a valid proxy from your broker or a recent brokerage statement or letter from your broker reflecting your stock ownership as of the Record Date.

All purses, briefcases, bags, etc. that are brought into the facility may be subject to inspection. The use of mobile phones, pagers, recording or photographic equipment, tablets and/or computers is not permitted in the meeting room during the Annual Meeting.

16. Who pays the costs of the proxy solicitation?

The Company will pay all of the costs of soliciting proxies. In addition to solicitation by mail, officers, Directors and Company Shareowners (our employees) may solicit proxies personally, or by telephone, without receiving additional compensation. The Company, if requested, will also pay brokers and other fiduciaries that hold shares of common stock for beneficial owners for their reasonable out-of-pocket expenses of forwarding these materials to stockholders. The Company has retained Georgeson LLC (with offices at 480 Washington Boulevard, 27th Floor, Jersey City, NJ 07310) to assist in the solicitation of proxies in connection with the Annual Meeting. The Company will pay such firm customary fees, expected to be no more than \$7,500, plus expenses.

17. Could other matters be decided in the Annual Meeting?

As of the date of this Proxy Statement, the Company is not aware of any matters to be voted upon at the Annual Meeting other than those stated in this Proxy Statement. If any other matters are properly brought before the Annual Meeting, the persons named by the Board as proxy holders will have the discretionary authority to vote the shares represented by proxy on those matters. The Board has named Rajesh J. Asarpota (Executive Vice President and Chief Financial Officer), Nathaniel B. Sisitsky (Senior Vice President, General Counsel and Corporate Secretary), and Suzanne Hatcher (Vice President, Internal & External Affairs) as proxy holders. If, for any reason, any of the

nominees are not available as a candidate for Director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

18. Is it possible that the Annual Meeting may be postponed?

The Annual Meeting may be adjourned or postponed, if needed, as provided by the Bylaws and pursuant to Delaware law. Unless a new record date is fixed, your proxy will still be valid and may be voted at any adjourned or postponed meeting. You will still be able to change or revoke your proxy until it is voted at the reconvened or rescheduled meeting.

19. Where can I find the voting results of the Annual Meeting?

We intend to announce preliminary voting results at the Annual Meeting and publish the final results by filing a Current Report on Form 8-K with the SEC within four business days after the Annual Meeting.

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PROPOSAL 1 ELECTION OF DIRECTORS

**OUR BOARD RECOMMENDS YOU VOTE FOR EACH
CLASS III DIRECTOR NOMINEE TO SERVE AS A DIRECTOR**

At the Annual Meeting, we are asking our stockholders to elect three individuals nominated for election as Class III Directors. Our Board currently consists of ten Directors and is divided into three classes. Our current Class III Directors are Robert F. Friel, Donald J. Rosenberg, Esq. and Daniel J. Wolterman, and each of their terms as a Director will expire at the Annual Meeting. Our Board, upon the recommendation of our Nominating, Corporate Governance and Compliance Committee, nominated each of Messrs. Friel, Rosenberg and Wolterman for re-election as Class III Directors at the Annual Meeting.

If elected at the Annual Meeting, each of Messrs. Friel, Rosenberg and Wolterman will serve as Class III Directors until the 2022 Annual Meeting of Stockholders, and in each case until their respective successors are duly elected and qualified. Information regarding the experience of each of Messrs. Friel, Rosenberg and Wolterman, including the qualifications, attributes and skills that led our Board to nominate each as a Director, can be found below under the caption Nominees for Election of Directors and Directors Continuing in Office.

Messrs. Friel, Rosenberg and Wolterman have indicated that they are willing and able to serve as Directors. If any of the Board's nominees for Director declines to serve or becomes unavailable for any reason, or in the event of a Board vacancy, the Nominating, Corporate Governance and Compliance Committee may seek out other potential Director candidates, and one or more of such candidates may be elected as a Director in accordance with the Company's organizational documents.

As each of the nominees is an incumbent Director, if a nominee fails to receive FOR votes representing a majority of votes cast, the Director shall promptly tender his or her resignation to the Board, subject to acceptance by the Board. The Nominating, Corporate Governance and Compliance Committee of the Board would then be charged with making a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the recommendation of the Nominating, Corporate Governance and Compliance Committee, and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision. If the Board determines not to accept the resignation of the incumbent Director, the incumbent Director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.

Vote Required and Board Recommendation

Directors are elected by a majority of the votes cast at the Annual Meeting. A majority of votes cast means that the number of shares voted FOR a nominee exceeds the number of votes cast AGAINST that nominee. Votes to ABSTAIN and broker non-votes are not counted as votes cast with respect to that Director, and will have no direct

effect on the outcome of the election of Directors.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR
THE ELECTION OF EACH OF ROBERT F. FRIEL, DONALD J. ROSENBERG, ESQ. AND
DANIEL J. WOLTERMAN AS A CLASS III DIRECTOR.**

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BOARD OF DIRECTORS

As we execute on our strategy to offer disruptive technology and differentiated sales models to better serve customers and patients, we rely on our talented and experienced Board to provide leadership, guidance and oversight. Our Board is comprised of individuals with a strong background in executive leadership and management, accounting and finance, and Company and industry knowledge. We believe that the diversity of our Directors' backgrounds and experiences results in different perspectives, ideas, and viewpoints, which make our Board more effective in carrying out its duties. We believe that our Directors hold themselves to the highest standards of integrity and that they are committed to representing the long-term interests of our stockholders.

Our ten Directors exhibit an effective mix of skills, experience, diversity and perspectives

AVERAGE TENURE

2.8 YEARS

9 have significant experience as an executive or a Director of a medical technology company

8 have significant experience as an executive at a public company

AVERAGE AGE

58.2 YEARS

DIVERSITY

20% WOMEN

1 has prior government leadership experience (Centers for Medicare & Medicaid Services)

1 has prior experience as the CEO of a large hospital system (Memorial Hermann)

The table below lists the name, age and certain other information of each member of the Board, as of March 19, 2019 (the Record Date for our Annual Meeting):

Name	Age	Committee Membership			Term Expires ⁽¹⁾	Director Class
		Audit Committee	Compensation Committee	Nominating, Corporate Governance and Compliance Committee		
Christopher Barry	46				2021	II
Wickie L. Apps +	57	Chair		X	2021	II
John A. DeFord, M.D. +	57			X	2021	II
Robert F. Friel +	63		X		2019	III
Scott Quennekens	54		X		2021	II
Gregory T. Lucier	54				2020	I
Leslie V. Borwalk, Esq. +	53	X		Chair	2020	I
Michael D. Hallerath	68	X			2020	I
Donald J. Rosenberg, Esq. +	68		X	X	2019	III
Daniel J. Wolterman +	62		Chair		2019	III

+ Denotes an independent director.

(1) Term expires at Annual Meeting of Stockholders in year indicated.

Nominees for Election of Directors and Directors Continuing in Office

Set forth below is information as of March 19, 2019, regarding the members of our Board, including Robert F. Friel, Donald J. Rosenberg, Esq. and Daniel J. Wolterman, the Director nominees for election as Class III Directors at the

Annual Meeting. In addition, we discuss below the qualifications, attributes and skills that led our Board to the conclusion that each of our Directors should serve as a Director of NuVasive. There are no family relationships among any of the Company's Directors or executive officers.

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Robert F. Friel

Board member since February 2016

Mr. Friel is currently the Chairman and Chief Executive Officer of PerkinElmer, Inc., a global leader focused on improving the health and safety of people and the environment.

Compensation
Committee

Mr. Friel has served as PerkinElmer's Chief Executive Officer since February 2008 and Chairman since April 2009. From August 2007 to January 2019, Mr. Friel also served as PerkinElmer's President. Since joining PerkinElmer in February 1999 as Chief Financial Officer, Mr. Friel also held the roles of Chief Operating Officer and Vice Chairman and President of PerkinElmer's Life and Analytical Sciences unit. Prior to joining PerkinElmer, he held several senior management positions with AlliedSignal, Inc., now Honeywell International.

Mr. Friel's experience as the Chief Executive Officer and President of PerkinElmer, as well as his experience as a former chief financial officer, provide valuable leadership and financial experience to our Board.

BUSINESS EXPERIENCE

PerkinElmer, Inc., Chairman and CEO (prior roles include President and CFO)

AlliedSignal, Inc., Vice President, Treasurer

**EDUCATIONAL/PROFESSIONAL
BACKGROUND**

Bachelor's Degree in economics from Lafayette College

Master's Degree in taxation from Fairleigh Dickinson University

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

PerkinElmer, Inc.

Previously served on Board of Directors of CareFusion Corporation (2009-2015)

Xylem, Inc.

Donald J. Rosenberg, Esq.

Board member since February 2016

Mr. Rosenberg is currently the Executive Vice President, General Counsel and Corporate Secretary of QUALCOMM Incorporated, a world leader in 3G, 4G and next-generation wireless technologies.

Lead Independent

Director

Prior to joining QUALCOMM in October 2007, Mr. Rosenberg served as Senior Vice President, General Counsel and Corporate Secretary of Apple Inc. from November 2006 to October 2007. From May 1975 to November 2006, Mr. Rosenberg held numerous positions at IBM Corporation, including Senior Vice President and General Counsel. Mr. Rosenberg has served as an adjunct professor of law at New York's Pace University School of Law, where he taught courses in intellectual property and antitrust law.

Compensation

Committee

Mr. Rosenberg brings to our Board significant experience in legal and compliance matters, as well as global leadership experience.

Nominating, Corporate

Governance and

Compliance Committee

BUSINESS EXPERIENCE

**EDUCATIONAL/PROFESSIONAL
BACKGROUND**

QUALCOMM Incorporated, Executive Vice President, General Counsel and Corporate Secretary

Bachelor's Degree in mathematics from the State University of New York at Stony Brook

Apple Inc., Senior Vice President, General Counsel and Corporate Secretary

Juris Doctor Degree from St. John's University School of Law

IBM Corporation, Senior Vice President and General Counsel

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

N/A

Board member of the Lawyers' Committee for Civil Rights Under Law (previously National Co-Chairman)

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Daniel J. Wolterman

Board member since July 2015

Mr. Wolterman is currently the Chief Executive Officer of ColubrisMX, Inc. and X-Cath, Inc., both privately held medical device companies that he joined in January 2018.

Chair of the
Compensation
Committee

Mr. Wolterman previously served as President and Chief Executive Officer of Memorial Hermann Health System, the largest not-for-profit health system in Southeast Texas, from 2002 until his retirement from Memorial Hermann in 2016. He has more than 30 years of experience in the healthcare industry and a long history of community involvement.

Mr. Wolterman's extensive knowledge of the healthcare industry and his executive leadership experience as President and CEO of Memorial Hermann Health System provide valuable perspective and guidance to our Board.

BUSINESS EXPERIENCE

**EDUCATIONAL/PROFESSIONAL
BACKGROUND**

ColubrisMX, Inc., CEO

Bachelor's Degree in business administration and a
Master of Business Administration Degree in finance
from the University of Cincinnati

X-Cath, Inc., CEO

Memorial Hermann Health System, President
and CEO

Master's Degree in healthcare administration from
Xavier University

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

N/A

Previously served on Board of Directors of Invuity, Inc. (2017-2018) and Volcano Corporation (2013-2015)

J. Christopher Barry

Board member since November 2018

Mr. Barry has served as our Chief Executive Officer and a Director since November 2018.

Chief Executive Officer Prior to joining NuVasive, Mr. Barry served as Senior Vice President and President of Surgical Innovations for Medtronic plc, a global medical technology company, from January 2015 to October 2018. Mr. Barry joined Medtronic following its January 2015 acquisition of Covidien plc, a global healthcare technology and medical supplies provider. Mr. Barry previously spent 15 years with Covidien in various sales and leadership roles, most recently as President, Advanced Surgical Technologies, from October 2013 to January 2015.

Mr. Barry's executive experience in the medical technology industry, including his experience as a strategic operator who has led teams globally, managed complex research and development programs and driven commercial initiatives, provides operational and strategic knowledge in the medical technology industry and valuable leadership experience to our Board.

BUSINESS EXPERIENCE

NuVasive, Inc., CEO

Medtronic plc, Senior Vice President and
President of Surgical Innovations

EDUCATIONAL/PROFESSIONAL BACKGROUND

Bachelor's Degree in environmental science from
Texas Tech University

Covidien plc, President, Advanced Surgical Technologies

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

N/A

N/A

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Vickie L. Capps

Board member since June 2015

Ms. Capps is currently a Senior Advisory Board Member of Consonance Capital Partners, a healthcare investment firm.

Chair of the Audit Committee
 Ms. Capps previously served as chief financial officer of several public and private companies. From 2002 to 2013, Ms. Capps served as the Executive Vice President, Chief Financial Officer and Treasurer at DJO Global, Inc. a leading global provider of medical device solutions for musculoskeletal health, vascular health and pain management, where she was recognized as CFO of the Year by the San Diego Business Journal in 2009 and 2010. Earlier in her career, she served as a senior audit and accounting professional at Ernst & Young LLP.

Nominating, Corporate Governance and

Compliance Committee
 Ms. Capps' extensive financial expertise and executive leadership experience as a former chief financial officer provide valuable financial and accounting experience to our Board.

BUSINESS EXPERIENCE

Consonance Capital Partners, Senior Advisory Board Member

DJO Global, Inc., Chief Financial Officer

Ernst & Young LLP

EDUCATIONAL/PROFESSIONAL BACKGROUND

Bachelor's Degree in business administration/accounting from San Diego State University

California Certified Public Accountant

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

Otonomy, Inc. (Chair of Audit Committee,
Member of Corporate Governance and
Nominating Committee)

Board of Directors, San Diego State University
Research Foundation

Synthorx, Inc. (Chair of Audit Committee,
Member of Compensation Committee)

Previously served on Board of Directors of
Connecture, Inc. (2014-2018)

John A. DeFord, Ph.D.

Board member since February 2018

Dr. DeFord is currently the Executive Vice President and Chief Technology Officer for Becton, Dickinson and Company, a global medical technology company.

Nominating, Corporate

Governance and
Compliance Committee

Dr. DeFord previously served as the Senior Vice President, Research and Development, Interventional Segment for Becton Dickinson from December 2017 to June 2018 following its acquisition of C.R. Bard, Inc., where he had served as Senior Vice President, Science, Technology and Clinical Affairs since June 2007. Dr. DeFord joined Bard in 2004, and served in science and technology roles of increasing responsibility since that time. Prior to joining Bard, Dr. DeFord was Managing Director of Early Stage Partners LP, a venture capital fund. Prior to joining Early Stage Partners, Dr. DeFord was President and CEO of Cook Incorporated, a privately held medical device manufacturer.

Dr. DeFord brings to our Board valuable strategy, technology development and clinical affairs leadership experience within the medical device industry.

BUSINESS EXPERIENCE

**EDUCATIONAL/PROFESSIONAL
BACKGROUND**

Becton, Dickinson and Company, Executive
Vice President and Chief Technology Officer

(prior roles include Senior Vice President,
Research and Development)

Bachelor's Degree and Master's Degree in electrical
engineering from Purdue University

C.R. Bard, Inc., Senior Vice President, Science,
Technology and Clinical Affairs

Ph.D. in electrical/biomedical engineering from
Purdue University

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

N/A

Published in numerous scientific journals and holds
numerous patents and multiple industry honors

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R. Scott Huennekens	<i>Board member since October 2018</i>
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Compensation Committee	<p>Mr. Huennekens was the President, Chief Executive Officer and Chairman of the Board of Verb Surgical, a start-up company formed by Google and Johnson & Johnson to develop an advanced digital surgery platform, from August 2015 to December 2018. Prior to joining Verb Surgical, Mr. Huennekens was the President, Chief Executive Officer and a member of the Board of Directors of Volcano Corporation, a medical technology company focused on diagnostic and therapeutic solutions for coronary and peripheral artery disease, from 2002 until Volcano was acquired by Royal Philips in February 2015. Prior to joining Volcano, Mr. Huennekens served as the President and Chief Executive Officer of Digirad Corporation, a diagnostic imaging solutions provider.</p>
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Mr. Huennekens brings to our Board medical device leadership experience and strategic insight, as well as significant knowledge and experience in robotics, data analytics and advanced surgical technologies.

BUSINESS EXPERIENCE

EDUCATIONAL/PROFESSIONAL BACKGROUND

Verb Surgical, President, CEO and Chairman

Bachelor's Degree in business administration from the University of Southern California

Volcano Corporation, President and CEO

Master of Business Administration Degree from Harvard Graduate School of Business

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

ViewRay Inc.

Previously served on Board of Directors of Reva Medical Corp. (2015-2018), Endochoice Holdings, Inc. (2013-2016) and Volcano Corporation (2006-2015)

Member of the Board of Directors and past Chairman of the Medical Device Manufacturers Association

Gregory T. Lucier

Board member since December 2013

Mr. Lucier is currently our Chairman of the Board and served as Chief Executive Officer of NuVasive from May 2015 to November 2018.

Chairman
of the Board

Mr. Lucier has served as our Chairman and Chief Executive Officer since May 2015, and he has served as a member of our Board since December 2013. Mr. Lucier has over 25 years of executive management experience and served as Chairman and Chief Executive Officer of Life Technologies Corporation, a global biotechnology company, from May 2003 until its acquisition by Thermo Fisher Scientific Inc. in February 2014. Prior to joining Life Technologies, Mr. Lucier served as Chief Executive Officer and President at GE Medical Systems Information Technologies, Vice President for Global Services at GE Medical Systems and served as a corporate officer of the General Electric Corporation.

Mr. Lucier's executive experience in the biotechnology industry provides strategic and practical knowledge to our Board related to strategy, finance, regulatory, clinical research and other operational areas in our industry.

BUSINESS EXPERIENCE

NuVasive, Inc., Chairman and CEO

EDUCATIONAL/PROFESSIONAL BACKGROUND

Bachelor's Degree with high distinction in industrial engineering from Pennsylvania State University

Life Technologies Corporation, Chairman and
CEO

Master of Business Administration Degree from
Harvard Graduate School of Business Administration

GE Medical Systems Information Technologies,
CEO and President

General Electric Corporation

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

Catalent, Inc.

Previously served on Board of Directors of Invuity,
Inc. (2014-2018), CareFusion Corporation
(2009-2015) and Life Technologies Corporation
(2003-2014)

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Leslie V. Norwalk, Esq.

Board member since May 2014

Ms. Norwalk is currently Strategic Counsel to Epstein Becker & Green, P.C., EBG Advisors and National Health Advisors. She also serves as an advisor to private equity firms Warburg Pincus, Peloton Equity, and Enhanced Equity Fund.

Chair of the Nominating, Corporate Governance and Compliance Committee Audit Committee	Ms. Norwalk served the Bush Administration as the Acting Administrator for the Centers for Medicare & Medicaid Services (CMS). She managed the day-to-day operations of Medicare, Medicaid, State Child Health Insurance Programs, Survey and Certification of health care facilities and other federal health care initiatives. For four years prior to that, she was the agency's Deputy Administrator, responsible for the implementation of the hundreds of changes made under the Medicare Modernization Act, including the Medicare Prescription Drug Benefit. Prior to serving the Bush Administration, she practiced law in the Washington, D.C. office of Epstein Becker & Green, P.C. where she advised clients on a variety of health policy matters. She also served in the first Bush administration in the White House Office of Presidential Personnel, and the Office of the U.S. Trade Representative. Ms. Norwalk currently sits on the boards of directors of several private companies, and she is a member of APCO Worldwide's International Advisory Council.
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Ms. Norwalk's deep knowledge of, and experience with, the healthcare industry and government regulations provides valuable guidance and insight to our Board.

BUSINESS EXPERIENCE

Epstein Becker & Green, P.C., EBG Advisors
and National Health Advisors, Special Counsel

Centers for Medicare and Medicaid Services,
Acting Administrator

**EDUCATIONAL/PROFESSIONAL
BACKGROUND**

Bachelor's Degree, cum laude, in economics and
international relations from Wellesley College

Juris Doctor Degree from the George Mason
University School of Law

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

Endologix, Inc.

Previously served on Board of Directors of Press
Ganey Associates, Inc. (2012-2016) and Volcano
Corporation (2011-2015)

Providence Service Corp.

Michael D. O Halleran

Board member since August 2016

Mr. O Halleran currently serves as a senior advisor to Ryan Specialty Group, an international specialty insurance organization, and as chair of the advisory board of ManchesterStory Group, LLC, a venture capital firm focused on the InsurTech sector.

Audit Committee

Mr. O Halleran previously served as the Executive Chairman of Aon Benfield and Senior Executive Vice President of Aon plc, a provider of risk management, insurance and consulting services. Mr. O Halleran joined the Aon group of companies in 1987 to lead its reinsurance division and since that time, served in several significant management positions including President and Chief Operating Officer of Aon Corp., and since August 2007 until his retirement in May 2017, as the Executive Chairman of Aon Benfield. Prior to joining Aon, he was a senior executive with well-known companies in the insurance industry.

Mr. O Halleran's deep knowledge of the insurance industry and his many years of executive and board leadership experience, including his experience serving on the boards of companies in the healthcare industry, make Mr. O Halleran a valuable member of our Board.

BUSINESS EXPERIENCE

**EDUCATIONAL/PROFESSIONAL
BACKGROUND**

Aon Benfield, Executive Chairman

Bachelor's Degree in accounting and finance from the
University of Wisconsin-Whitewater

Aon plc, Senior Executive Vice President

Aon Corp., President and Chief Operating
Officer

CURRENT PUBLIC COMPANY BOARDS

ADDITIONAL INFORMATION

N/A

Previously served on Board of Directors of
CareFusion Corporation (2009-2015)

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CORPORATE GOVERNANCE

We are committed to maintaining the highest standards of corporate governance. Our Corporate Governance Guidelines and Code of Ethical Business Conduct, together with our restated Certificate of Incorporation, Bylaws, and the charters of our Board Committees, form the basis for our corporate governance framework.

Our Board has adopted a number of corporate governance best practices

Our Board has a Lead Independent Director	Our independent Directors meet frequently in executive session
Eight of our ten current Directors are independent	Our Board service is limited by our retirement age policy (Directors may not stand for election after age 72)
Our Board and Committees engage in annual self-evaluations	We have majority voting for contested Director elections

As discussed below under Board and Committee Membership and Structure, our Board has established three standing committees to assist in fulfilling its responsibilities to the Company and its stockholders: the Audit Committee, the Compensation Committee and the Nominating, Corporate Governance and Compliance Committee. In 2017, as part of our continuing efforts to implement good governance practices, we expanded the responsibility of our Nominating and Corporate Governance Committee and renamed it the Nominating, Corporate Governance and Compliance Committee (the *Nominating Committee*). The Nominating Committee's charter was revised to reflect that, in addition to its existing responsibilities related to Director nominations, Board structure and composition, and corporate governance matters, the Nominating Committee assumed oversight responsibilities for quality and regulatory matters, ethics and compliance matters, and other related matters. Under this revised structure, the Audit Committee has retained oversight responsibilities for financial reporting, accounting, internal accounting controls, auditing and related matters. In February 2019, we further revised the Nominating Committee's charter to reflect that it would also assume responsibility for periodically reviewing and revising our Code of Ethical Business Conduct, as well as addressing

violations thereof.

Corporate Governance Guidelines

Our Corporate Governance Guidelines are designed to address effective corporate governance of our Company. Our Corporate Governance Guidelines cover topics including, but not limited to, Director independence and qualification criteria, Director responsibilities, Director compensation, Board evaluation, Committee matters, succession planning and stock ownership guidelines for Directors and management. Our Corporate Governance Guidelines are reviewed regularly by the Nominating Committee and revised when appropriate.

Code of Ethical Business Conduct

We have adopted a Code of Ethical Business Conduct (the *Code*), which includes our code of ethics for our senior financial officers. The Code applies to all of our officers, employees and Directors and establishes policies pertaining to, among other things, employee conduct in the workplace, workplace safety, confidentiality, conflicts of interest, accuracy of books, records and financial statements, securities trading, anti-corruption, competition laws, interactions with health care professionals and political and charitable activities.

The Nominating Committee and the Audit Committee share oversight responsibilities related to the Code. The Nominating Committee is responsible for oversight of compliance programs related to ethics and compliance and related matters, including the Company's policies, procedures and practices designed to ensure compliance with applicable laws and regulations related to federal healthcare program

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requirements; the Fraud and Abuse Laws and other medical device laws; the Foreign Corrupt Practices Act; the Anti-Kickback Statute and other anti-bribery and anti-corruption laws. The Audit Committee is responsible for oversight of compliance matters relating to financial reporting, accounting, internal accounting controls, auditing and related matters.

The Audit Committee reviews and approves all waivers of the Code for executive officers or Directors and provides for prompt disclosure of all waivers required to be disclosed under applicable law. We will disclose future amendments to the Code, or waivers required to be disclosed under applicable law from the Code for our principal executive officer, principal financial officer, principal accounting officer or controller, and our other executive officers and our Directors, on our website, www.nuvasive.com, within four business days following the date of the amendment or waiver.

In addition, we maintain an Integrity Hotline by which employees and third parties may report violations of the Code or seek guidance on business conduct matters. The Integrity Hotline is a third-party hosted service and has multi-lingual representatives available to take calls 24 hours a day, seven days a week.

Information about corporate governance at NuVasive, including our key governance documents, can be found in the Governance area of the Investor Relations section of our website (www.nuvasive.com):

Corporate Governance Guidelines

Charters of the Board Committees

Code of Ethical Business Conduct

Charter of the Lead Independent Director

Printed copies may be obtained upon request to our Investor Relations Department. Any stockholder may request copies of

these materials in print, without charge, by contacting our Investor Relations Department at 858-909-1812.

Identification and Evaluation of Director Nominees

The Nominating Committee believes the Company is well served by its current Directors. In the ordinary course, absent special circumstances or a material change in the criteria for Board membership, the Nominating Committee will re-nominate incumbent Directors who continue to be qualified for Board service and are willing to continue as

Directors. From time to time, the Nominating Committee may also consider and evaluate potential new Director candidates who meet the criteria for selection as a Board nominee and have specific qualities or skills identified by the Board, and one or more of such candidates may be appointed as Directors as appropriate and in accordance with the Company's organizational documents. Director candidates will be selected based on input from members of the Board, senior management of the Company and, if the Nominating Committee deems appropriate, a third-party search firm. The Nominating Committee will evaluate each candidate's qualifications and check relevant references; in addition, such candidates will be interviewed by members of the Nominating Committee. Candidates meriting serious consideration will also meet other members of the Board. Based on this input, the Nominating Committee will evaluate which of the prospective candidates is qualified to serve as a Director and whether the Nominating Committee should recommend to the Board that this candidate be appointed to fill a vacancy on the Board, or presented for approval of the stockholders, as appropriate.

In identifying and evaluating Director candidates for appointment or re-election to the Board, the Nominating Committee considers the appropriate balance of experience, skills and characteristics required of the Board, seeks to ensure that at least a majority of the Directors are independent under the rules of the NASDAQ Stock Market (*NASDAQ*), and that members of the Audit Committee meet the financial literacy and sophistication requirements under NASDAQ rules (including that at least one of them qualifies as an audit committee financial expert under the rules of the SEC). Nominees for Director are selected on the basis of their depth and breadth of experience, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties. Additionally, the Nominating Committee will consider diversity in personal and professional backgrounds and seeks diverse individuals, such as women and individuals from minority groups, to include in the pool of candidates for Board nomination; however, there is no formal

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policy with respect to diversity considerations in identifying Director nominees. Further, the Nominating Committee will assess whether a Director candidate satisfies the retirement age policy under our Corporate Governance Guidelines. The Company's retirement age policy provides that a Director may not stand for re-election after age 72, but need not resign until the end of his or her term.

Over the course of the last year, our Board identified and recruited two new Directors, Mr. Huennekens and Mr. Barry, to bring additional skills and experience to the Board. As a result of our retirement age policy, two of our Directors did not stand for re-election at our 2018 Annual Meeting and retired as Directors immediately following the Annual Meeting, resulting in two vacancies, one of which was filled prior to the Annual Meeting by the election of Dr. DeFord in February 2018. In connection with the retirement of two of our Directors at the 2018 Annual Meeting, the Board engaged a director search firm to identify potential new Director candidates. After assessing the merits of recruiting an additional Director to join the Board, the Nominating Committee extended its engagement of the director search firm to fill the remaining vacancy. The Nominating Committee oversaw the continued Director search process, focusing its search on a director candidate with prior technology and product development experience at a medical technology company and, after identifying and considering a number of candidates, recruited Mr. Huennekens to join the Board. Upon the recommendation of the Nominating Committee, the Board approved the election of Mr. Huennekens (elected in October 2018) to serve as a Class II Director until the 2021 Annual Meeting. In addition, in connection with his appointment as Chief Executive Officer (*CEO*), the Board approved the election of Mr. Barry (elected in November 2018) to serve as a Class II Director until the 2021 Annual Meeting and increased the size of the Board from nine to ten.

Robert F. Friel, Donald J. Rosenberg, Esq. and Daniel J. Wolterman have each been nominated for re-election to the Board at the Annual Meeting to serve as a Class III Director until 2022. The Nominating Committee and the Board believe that each of the Director nominees for election at the Annual Meeting brings a strong and unique set of qualifications, attributes and skills and provides the Board as a whole with an optimal balance of experience, leadership and competencies in areas of importance to our Company. Under Proposal 1 Election of Directors, we provide an overview of each Director nominee's principal occupation, business experience and other directorships, together with other key attributes that we believe provide value to the Board, the Company and its stockholders.

Stockholder Recommendations for Director Nominees

In nominating candidates for election as a Director, the Nominating Committee will consider written proposals from stockholders for Director nominees. Any such nominations should be submitted to the Nominating Committee, care of the Secretary of the Company, and should include the following information: (a) all information relating to such nominee that is required to be disclosed pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the Proxy Statement as a nominee and to serving as a Director if elected), and (b) all information required by the Company's Bylaws (including the names and addresses of the stockholders making the nomination and the appropriate biographical information and a statement as to the qualification of the nominee). For more information, see the discussion under the caption Additional Information.

The Company has never received a proposal from a stockholder to nominate a Director. Although the Nominating Committee has not adopted a formal policy with respect to stockholder nominees, the Nominating Committee expects that the evaluation process for a stockholder nominee would be similar to the process outlined above.

Director Independence

Under our Corporate Governance Guidelines and NASDAQ rules, our Board is required to be comprised of a majority of independent Directors. The Nominating Committee evaluates our Directors' compliance with NASDAQ rules regarding independence, as well as other factors, in making a recommendation to the Board as to whether Directors can be considered independent. Under applicable SEC and NASDAQ rules, the existence of certain related party transactions between a Director and the Company with dollar amounts above certain thresholds are required to be disclosed and preclude a finding by the Board that the Director is independent. In addition to transactions required to be disclosed under SEC and NASDAQ rules, the Board considered certain other relationships in making its

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independence determinations, and determined, in each case, that such other relationships did not impair the Director's ability to exercise independent judgment on behalf of the Company. Based on the recommendation of the Nominating Committee, the Board determined that the following eight Directors are independent under the NASDAQ rules and our Corporate Governance Guidelines: Vickie L. Capps, John A. DeFord, Robert F. Friel, R. Scott Huennekens, Leslie V. Norwalk, Michael D. O'Halleran, Donald J. Rosenberg, and Daniel J. Wolterman. Gregory T. Lucier, who served as our CEO through November 4, 2018, and who continues to provide consulting services to the Company, and J. Christopher Barry, our current CEO, are not considered independent.

Role of Board in CEO Succession Planning

A key responsibility of the Board is succession planning for the CEO. In 2018, the Board undertook a comprehensive leadership development and succession planning process, which included succession planning for the CEO. The Compensation Committee is charged with overseeing succession planning efforts for the CEO, and after discussions with Mr. Lucier, determined to engage an outside executive search firm to identify potential candidates to succeed Mr. Lucier as CEO. Working with the search firm, the Compensation Committee oversaw an executive assessment for potential internal candidates, as well as external executive benchmarking. After the Compensation Committee determined to proceed with an external search process, a special committee of independent Directors was formed to oversee the search process and consider external candidates. After a robust and competitive process, Mr. Barry was identified as the preferred candidate to succeed Mr. Lucier as CEO. The Compensation Committee then worked with its independent compensation consultant to develop parameters for a proposed employment offer for Mr. Barry. The Board, upon the recommendation of the Compensation Committee, approved the hiring and appointment of Mr. Barry as the Company's CEO in November 2018. In determining to appoint Mr. Barry to succeed Mr. Lucier as CEO, the Board considered Mr. Barry's executive experience in the medical technology industry, including his experience as a strategic operator who has led teams globally, managed complex research and development programs and driven commercial initiatives.

Board Leadership Structure

In connection with the appointment of Mr. Barry to succeed Mr. Lucier as the Company's CEO in November 2018, the Board determined to separate the roles of Chairman of the Board and CEO, with Mr. Barry serving as the CEO and Mr. Lucier serving as the Chairman of the Board. The Board believes that there is no single, generally accepted leadership structure and maintains flexibility to determine which leadership structure best serves the interest of the Company based on circumstances and the evolving needs of the Company. Accordingly, although the Company believes that the separation of the Chairman of the Board and CEO roles is appropriate at this time based upon the current circumstances, the Company's Corporate Governance Guidelines do not establish this approach as a policy. As such, our Board of Directors periodically reviews its leadership structure to confirm that it is an appropriate structure for the Company at such time.

Our Board leadership structure also includes a Lead Independent Director. The Lead Independent Director is elected by a majority of the independent Directors for a renewable term of two years and presides at meetings of the independent Directors, presides at all meetings of the Board at which the Chairman is not present and performs such other functions as the Board may direct, including advising the Chairman with respect to Board meeting agendas. The Lead Independent Director also has other authority and responsibilities that are described in the charter of the Lead Independent Director. The full text of the charter for the Lead Independent Director can be accessed in the Investor Relations section of our website at www.nuvasive.com, by clicking the Governance link and then Governance

Documents . Mr. Rosenberg currently serves as the Lead Independent Director.

Each of the Directors other than Mr. Barry and Mr. Lucier is independent, and the Board believes that the independent Directors provide effective oversight of management. Moreover, in addition to feedback provided during the course of Board meetings, the independent Directors have regular executive sessions. Following an executive session of independent Directors, the independent Directors communicate with the Chairman directly regarding any specific feedback or issues, provide the Chairman with input regarding agenda items for Board and Committee meetings, and coordinate with the Chairman

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regarding information to be provided to the independent Directors in performing their duties. The Board believes that this approach appropriately and effectively complements the current leadership structure of the Board.

Role of Board in Risk Oversight Process

The responsibility for the day-to-day management of risk lies with the Company's management, while the Board is responsible for overseeing the risk management process to ensure that it is properly designed, well-functioning and consistent with the Company's overall corporate strategy. Each year, the Company's management identifies what it believes are the top individual risks facing the Company. These risks are then discussed and analyzed with the Board. This enables the Board to coordinate the risk oversight role, particularly with respect to risk interrelationships. Information technology and cybersecurity is a key area of focus for the Company and our Board is actively involved in overseeing cybersecurity risk management activities. Specifically, the Nominating Committee meets frequently with members of management to review our information technology and data security policies and practices, and to assess current and projected threats, cybersecurity incidents, and related risks. Additionally, the Committees of the Board consider the risks within their areas of responsibility. The Audit Committee oversees the risks associated with financial reporting, accounting, internal accounting controls, auditing and related matters. The Compensation Committee oversees the risks associated with the succession planning for key management positions. In addition, the Compensation Committee determines whether any compensation practices create risk-taking incentives that are reasonably likely to have a material adverse effect on the Company. The Nominating Committee oversees the Company's global risk assessment process, as well as the risks associated with regulatory affairs, quality assurance, information technology and cybersecurity, corporate governance and ethics, and compliance matters.

The Board's risk oversight function complements the Company's leadership structure. The Company's CEO, who also serves as a Director, is able to promote open communication between management and Directors relating to risk as well as combine the operational focus of management with the risk oversight capabilities of the Board.

Executive Sessions

Executive sessions of independent Directors are held in connection with each regularly scheduled Board meeting and at other times as necessary, and are chaired by the Lead Independent Director. The Board's policy is to hold executive sessions without the presence of management, including the CEO and other non-independent Directors, if any. The Committees of our Board also generally meet in executive session at the end of each Committee meeting.

Board and Committee Effectiveness

On an annual basis, the Board and each of its Committees performs an annual self-assessment to evaluate their effectiveness in fulfilling their obligations. The Nominating Committee also oversees individual evaluations of Directors, the results of which are shared with such individual Director. The Board, Committee and individual Director evaluations cover a wide range of topics, including, among others, the fulfillment of the Board and Committee responsibilities identified in the Corporate Governance Guidelines and charters for each Committee.

Board and Committee Membership and Structure

Our Board has three standing Committees, comprised of the Audit Committee, the Compensation Committee and the Nominating Committee. Each Committee acts pursuant to a written charter, each of which can be accessed in the

Investor Relations section of our website at www.nuvasive.com, by clicking the Governance link and then Governance Documents . Each Committee reviews its charter on an annual basis. In addition to the three standing Committees, the Board may approve from time to time the creation of special or ad hoc committees to assist the Board in carrying out its duties.

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**Director Attendance at Board and Committee meetings in 2018
and the 2018 Annual Meeting of Stockholders**

The Board of Directors
met eleven times

The Nominating, Corporate
Governance and Compliance
Committee met four times

The Audit Committee
met five times

The Compensation Committee
met ten times

Each Director attended at least 75% of
the aggregate number of meetings of
the Board and the Committees on
which they served

While we do not have a formal
attendance policy, all Directors serving
on our Board at the 2018 Annual
Meeting attended the meeting.

Audit Committee. The Audit Committee currently consists of Vickie L. Capps (Chair), Leslie V. Norwalk and Michael D. O Halleran. The Board has determined that all members of the Audit Committee are independent Directors under NASDAQ rules and each of them is able to read and fundamentally understand financial statements. The Board has determined that Vickie L. Capps qualifies as an audit committee financial expert as defined by the rules of the SEC. The purpose of the Audit Committee is to oversee both the accounting and financial reporting processes of the Company, as well as audits of its financial statements. The responsibilities of the Audit Committee include appointing and approving the compensation of the independent registered public accounting firm selected to conduct the annual audit of our accounts, reviewing the scope and results of the independent audit, reviewing and evaluating internal accounting policies, and approving all professional services to be provided to the Company by its independent registered public accounting firm. The Audit Committee is governed by a written charter approved by the Board. The Audit Committee report is included in this Proxy Statement under the caption Audit Committee Report.

Compensation Committee. The Compensation Committee currently consists of Daniel J. Wolterman (Chair), Robert F. Friel, R. Scott Huenekens and Donald J. Rosenberg. The Board has determined that all members of the Compensation Committee are independent Directors under NASDAQ rules. The Compensation Committee administers the Company's benefit and stock plans, reviews and administers all compensation arrangements for senior

executive officers, and establishes and reviews general policies relating to the compensation and benefits of our executive officers and Shareowners. The Compensation Committee meets several times a year and consults with independent compensation consultants, as it deems appropriate, to review, analyze and approve compensation packages for our executive officers, and in the case of the CEO, make compensation recommendations to the Board for approval. In addition, the Compensation Committee determines whether any compensation policies create risk-taking incentives that are reasonably likely to have a material adverse effect on the Company. The Compensation Committee has determined that the risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on the Company. For more information, please see below under Compensation Discussion and Analysis. The Compensation Committee is governed by a written charter approved by the Board. The Compensation Committee report is included in this Proxy Statement under the caption Compensation Committee Report.

Nominating, Corporate Governance and Compliance Committee. The Nominating Committee currently consists of Leslie V. Norwalk (Chair), Vickie L. Capps, John A. DeFord and Donald J. Rosenberg. The Board has determined that all members of the Nominating Committee are independent Directors under NASDAQ rules. The Nominating Committee's responsibilities include recommending to the Board nominees for possible election to the Board and providing oversight with respect to corporate governance matters. The Nominating Committee is responsible for oversight of quality and regulatory matters, ethics and compliance matters, and other related matters, including the Company's policies, procedures and practices designed to ensure compliance with applicable laws and regulations related to federal healthcare program requirements; the Fraud and Abuse Laws and other medical device laws; the Foreign Corrupt Practices Act; the Anti-Kickback Statute and other anti-bribery and anti-corruption laws. The Nominating Committee is governed by a written charter approved by the Board.

Table of Contents**EXECUTIVE OFFICERS**

The name, age, position, and a brief account of the business experience of each of our executive officers as of March 19, 2019 (the Record Date for our Annual Meeting) is set forth below.

Name	Age	Position
J. Christopher Barry	46	Chief Executive Officer
Rajesh J. Asarpota	52 44	Executive Vice President and Chief Financial Officer
Matthew W. Link		President
Paul McClintock	46	President, U.S. Commercial
Nathaniel B. Sisitsky, Esq.	45	Senior Vice President, General Counsel and Corporate Secretary
Lucas Vitale	43	Chief Human Resources Officer

J. Christopher Barry

J. Christopher Barry has served as our Chief Executive Officer and as a member of our Board of Directors since November 2018.

Information regarding Mr. Barry can be found above under the caption "Proposal 1 Election of Directors - Nominees for Election of Directors and Directors Continuing in Office."

Rajesh J. Asarpota

Rajesh J. Asarpota has served as our Executive Vice President and Chief Financial Officer since September 2017.

Mr. Asarpota has nearly 25 years of experience in financial and executive leadership roles across the healthcare industry. Mr. Asarpota began his career at General Electric Company, where from 1992 to 2004, he served in various finance roles, including key finance operating roles at GE Healthcare. From May 2004 to January 2014, Mr. Asarpota held a variety of senior finance roles at Life Technologies Corporation and its predecessor, Invitrogen, most recently as Vice President, Finance Divisions, Operations, FP&A, Mergers & Acquisitions. Mr. Asarpota then joined Questcor Pharmaceuticals, Inc., a publicly-traded biopharmaceutical company, where he served as Senior Vice President, Chief Financial Officer and Principal Accounting Officer. Following the acquisition of Questcor Pharmaceuticals by Mallinckrodt Pharmaceuticals plc in August 2014, Mr. Asarpota has held executive financial and operational roles at two private equity-backed companies, Cole-Parmer Instrument Company, LLC and Imaging Advantage LLC. Mr. Asarpota served as Chief Financial Officer and Chief Operating Officer of Cole-Parmer, a global marketer, distributor and manufacturer of laboratory products, and most recently, he served as Chief Financial Officer of Imaging Advantage, a provider of radiology technology solutions.

EDUCATIONAL BACKGROUND

Bachelor of Commerce Degree from the University of Bombay in Bombay, India

Master of Business Administration Degree from Marquette University in Milwaukee, WI

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Matthew W. Link

Matthew W. Link has led our products and systems development, global marketing, strategy and corporate development functions since August 2017, and has served as NuVasive's President since January 2019. In connection with his promotion to President, Mr. Link assumed additional responsibilities for NuVasive Clinical Services (NCS) and global logistics functions.

Mr. Link previously served in various sales leadership roles since 2012, including as our President, U.S. Commercial from July 2015 to July 2018, President U.S. Sales and Service from January 2015 to July 2015, and Executive Vice President of U.S. Sales from January 2013 to January 2015. Mr. Link joined NuVasive in 2006 and has more than 15 years of experience in the healthcare industry, including prior service in several regional sales positions with DePuy Orthopedics and DePuy Spine.

EDUCATIONAL BACKGROUND

Bachelor's Degree Physical Education and Sports Medicine from the University of Virginia

Paul McClintock

Paul McClintock has led our U.S. Commercial function since July 2017, and has served as our President, U.S. Commercial since January 2019. In this role, Mr. McClintock is responsible for NuVasive's U.S. commercial strategies related to sales, service and strategic account and customer development.

Mr. McClintock served as our Vice President, U.S. Commercial for the Pacific region from April 2016 to July 2017. Prior to joining NuVasive, he operated a distribution company primarily focused on selling spinal products exclusively for NuVasive, from March 2010 to March 2016. Previously, Mr. McClintock spent nearly a decade in sales and sales leadership positions at Medtronic plc.

EDUCATIONAL BACKGROUND

Bachelor's Degree in Finance from the University of Missouri-Columbia

Master of Business Administration Degree from in Finance from Webster University

Nathaniel B. Sisitsky, Esq.

Nathaniel B. Sisitsky, Esq. has served as our Senior Vice President, General Counsel and Corporate Secretary since June 2018 and is responsible for leadership of NuVasive's legal team. In this role, he also oversees our real estate and facilities functions and the NuVasive Spine Foundation.

Mr. Sisitsky previously served as our Vice President and Associate General Counsel, Corporate Affairs from July 2015 to June 2018. Prior to joining NuVasive, Mr. Sisitsky was Vice President and Associate General Counsel at CareFusion Corporation from April 2009 until April 2015. From August 2004 until April 2009, Mr. Sisitsky served as Vice President, Legal – Corporate Finance at American Tower Corporation. Prior to joining American Tower, Mr. Sisitsky was a Junior Partner in the Corporate Department of Wilmer Cutler Pickering Hale and Dorr (WilmerHale), based in Boston, MA.

EDUCATIONAL BACKGROUND

Bachelor's Degree in Political Science and Economics from Emory University

Juris Doctor Degree from New York University School of Law

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Lucas Vitale

Lucas Vitale has served as our Chief Human Resources Officer since January 2019 and is responsible for NuVasive's global human resources function, including talent management, compensation and organizational development.

Mr. Vitale previously served in various human resources roles since 2014, including as our Vice President, Commercial Talent Development from April 2017 to January 2019, Vice President of Human Resources from November 2015 to April 2017 and Vice President of Talent from April 2014 to November 2015. Mr. Vitale joined NuVasive from Life Technologies Corporation, where he spent nearly 10 years in various human resources roles focused on driving culture and talent strategies.

EDUCATIONAL BACKGROUND