

NEVRO CORP  
Form 8-K  
May 23, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 18, 2016**

**NEVRO CORP.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36715**  
**(Commission**

**File Number)**  
**1800 Bridge Parkway**

**56-2568057**  
**(IRS Employer**

**Identification Number)**

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**Redwood City, CA 94065**

**(Address of principal executive offices, including Zip Code)**

**Registrant's telephone number, including area code: (650) 251-0005**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 18, 2016, Nevro Corp. (the *Company*) held its Annual Meeting of Stockholders (the *Annual Meeting*). At the Annual Meeting, the Company's stockholders voted on three proposals, each of which is described in more detail in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 6, 2016. Only stockholders of record as of the close of business on March 23, 2016, the record date for the Annual Meeting, were entitled to vote at the Annual Meeting. As of the record date, 28,298,823 shares of the Company's common stock were outstanding and entitled to vote at the Annual Meeting. The tabulation of the stockholder votes on each proposal brought before the Annual Meeting is as follows:

*Proposal 1.* The election of three directors to hold office until the 2019 annual meeting of stockholders or until their respective successor is elected:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Ali Behbahani, M.D.	15,903,973	5,181,155	2,773,922
Wilfred E. Jaeger, M.D.	16,818,868	4,266,260	2,773,922
Rami Elghandour	20,772,185	312,943	2,773,922

*Proposal 2.* The ratification of the selection, by the audit committee of the board of directors of the Company, of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2016:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
23,845,928	13,122	

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

*Proposal 3.* The non-binding advisory vote regarding the frequency of future advisory votes by stockholders on the compensation of the Company's named executive officers:

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
20,440,962	4,200	627,825	12,141	2,773,922

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NEVRO CORP.**

Date: May 23, 2016

By: /s/ Andrew H. Galligan  
Andrew H. Galligan

Chief Financial Officer