

NEVRO CORP  
Form 8-K  
May 25, 2018

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 21, 2018

NEVRO CORP.

(Exact name of registrant as specified in its charter)

|                              |              |                        |
|------------------------------|--------------|------------------------|
| Delaware                     | 001-36715    | 56-2568057             |
| (State or other jurisdiction | (Commission  | (IRS Employer          |
| of incorporation)            | File Number) | Identification Number) |

1800 Bridge Parkway

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:

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 21, 2018, 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, 2018. Only stockholders of record as of the close of business on March 28, 2018, the record date for the Annual Meeting, were entitled to vote at the Annual Meeting. As of the record date, 29,938,549 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 2021 annual meeting of stockholders or until their respective successor is elected:

| Nominee                 | Votes For  | Votes Withheld | Broker    |
|-------------------------|------------|----------------|-----------|
|                         |            |                | Non-Votes |
| Brad Vale, PhD., D.V.M. | 16,886,040 | 9,250,853      | 2,114,849 |
| Michael DeMane          | 16,894,274 | 9,242,619      | 2,114,849 |
| Lisa D. Earnhardt       | 15,793,024 | 10,343,869     | 2,114,849 |

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, 2018:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 28,144,536 | 31,950        | 75,256      |

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

Proposal 3. The approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 5,310,558 | 20,730,594    | 95,741      | 2,114,849        |

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 25, 2018    By: /s/ Andrew H. Galligan  
Andrew H. Galligan

Chief Financial Officer