

NUVASIVE INC  
Form 8-K  
June 30, 2009

**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): June 30, 2009**

**NUVASIVE, INC.**

(Exact name of registrant as specified in its charter)

|  |  |   |
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| <b>Delaware</b><br>(State or Other Jurisdiction of<br>Incorporation) | <b>000-50744</b><br>(Commission File<br>Number)  | <b>33-0768598</b><br>(I.R.S. Employer Identification<br>Number) |
|  | <b>7475 Lusk Boulevard, San Diego, California 92121</b><br>(Address of principal executive offices, with zip code) |   |
|  | <b>(858) 909-1800</b><br>(Registrant's telephone number, including area code)                                      |   |
|  | <b>n/a</b><br>(Former name or former address, if changed since last report)  |   |

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 (*see* General Instruction A.2. below):

- 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))
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**Item 3.02. Unregistered Sales of Equity Securities.**

On June 30, 2009, NuVasive, Inc., a Delaware corporation (the *Company* ), issued 293,331 shares of its common stock (the *Shares* ) to Osiris Therapeutics, Inc., a Delaware corporation ( *Osiris* ), in connection with a scheduled milestone payment pursuant to an Asset Purchase Agreement between the Company and Osiris dated May 8, 2008, as amended. The Shares were issued to Osiris in reliance on the exemption from registration under Section 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 of Regulation D promulgated under the Securities Act. The Company anticipates registering the Shares for resale.

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**SIGNATURES**

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

**NUVASIVE, INC.**

Date: June 30, 2009

By: /s/ Alexis V. Lukianov  
Alexis V. Lukianov  
Chairman and Chief Executive Officer