

NEVRO CORP
Form SC 13G/A
January 18, 2017
CUSIP No. 64157F103

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 2)¹

Nevro Corp.
(Name of Issuer)

Common Stock, \$.0001 par value
(Title of Class of Securities)

64157F103
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 64157F103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson
EIN: 22-1024240
2. CHECK THE APPROPRIATE BOX
IF (a)
A (b)
MEMBER OF A GROUP
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
New Jersey
5. SOLE VOTING POWER
-0-
6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SHARED VOTING POWER
1,400,824*
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER
1,400,824*
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

- PERSON
1,400,824*
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
10. IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES
- PERCENT OF
CLASS
11. REPRESENTED
BY AMOUNT IN
ROW (9)
4.9% **
12. TYPE OF
REPORTING
PERSON
CO

* As of December 31, 2016

** Based on 28,765,282 shares of Common Stock outstanding as of October 31, 2016, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2016 filed with the Securities and Exchange Commission on November 7, 2016.

CUSIP No. 64157F103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson
Innovation-JJDC,
Inc.
EIN: 22-2007137

2. CHECK THE APPROPRIATE BOX
IF (a)
A (b)
MEMBER OF A GROUP
3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
New Jersey

5. SOLE VOTING POWER
-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6. SHARED VOTING POWER
1,400,824*
7. SOLE DISPOSITIVE POWER
-0-

8. SHARED DISPOSITIVE POWER
1,400,824*
9. AGGREGATE AMOUNT BENEFICIALLY

- OWNED BY EACH
REPORTING
PERSON
1,400,824*
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
10. IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES
- PERCENT OF
CLASS
11. REPRESENTED
BY AMOUNT IN
ROW (9)
4.9% **
12. TYPE OF
REPORTING
PERSON
CO

* As of December 31, 2016

** Based on 28,765,282 shares of Common Stock outstanding as of October 31, 2016, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2016 filed with the Securities and Exchange Commission on November 7, 2016.

CUSIP No. 64157F103

AMENDMENT NO. 2 TO SCHEDULE 13G (FINAL AMENDMENT)

Reference is hereby made the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on February 5, 2015 and Amendment No. 1 thereto filed on February 12, 2016 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated to read in their entirety as follows:

OWNERSHIP:

ITEM (a) through (c)

4

The information requested hereunder is incorporated by reference to the cover pages to this Amendment No. 2 to Schedule 13G.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that the Reporting Persons have ceased to be beneficial owners of more than five percent of the Common Stock, check the following: [X].

5

CUSIP No. 64157F103

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 18, 2017

JOHNSON & JOHNSON

By: /s/ Thomas J. Spellman III

Name: Thomas J. Spellman III

Title: Secretary

JOHNSON & JOHNSON
INNOVATION – JJDC, INC.

By: /s/ Steven M. Rosenberg

Name: Steven M. Rosenberg

Title: Secretary