

NUVASIVE INC  
Form DEFR14A  
April 26, 2006

**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  
(Amendment No. 1)

Filed by the Registrant

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))**
- 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):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
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**EXPLANATORY NOTE**

This Amendment No. 1 is being filed solely for the purpose of correcting the following two typographical errors in a table on page 15 of the Proxy Statement for our 2006 Annual Meeting of Stockholders: (i) Change the year reference in the heading of the table from 2004 to 2005, and (ii) insert the correct Value Realized with respect to options exercised by Kevin C. O Boyle. The corrected table appears below:

**Aggregated Option Exercises in 2005 and Fiscal Year-End Option Values**

The following table shows information concerning options to purchase shares of our common stock that were exercised by the named executive officers during fiscal year 2005 and the number and value of unexercised in-the-money options held by each of the named executive officers at December 31, 2005. The fiscal year-end value of unexercised in-the-money options listed below has been calculated on the basis of the closing sale price of our common stock as of December 30, 2005, less the applicable exercise price per share, multiplied by the number of shares underlying such options. The closing price of our common stock on December 30, 2005 was \$18.10 per share. An option is in-the-money if the fair market value of the underlying shares exceeds the exercise price of the option.

| Name               | Shares<br>Acquired<br>On Exercise | Value<br>Realized | Number of Unexercised              |               | Value of Unexercised In-the              |               |
|--------------------|-----------------------------------|-------------------|------------------------------------|---------------|--|---------------|
|                    |                                   |                   | Options at 12/31/05<br>Exercisable | Unexercisable | Money Options at 12/31/05<br>Exercisable | Unexercisable |
| Lukianov, Alexis V |                                   | \$                | 620,663                            | 44,817        | \$ 8,649,502                             | \$ 385,426    |
| Valentine, Keith C |                                   | \$                | 155,000                            | 72,500        | \$ 1,903,875                             | \$ 623,500    |
| O Boyle, Kevin C   | 30,000                            | \$ 285,450        | 203,730                            | 30,937        | \$ 3,062,914                             | \$ 266,058    |
| Miles, Patrick     |                                   | \$                | 133,417                            | 29,583        | \$ 1,742,086                             | \$ 254,414    |
| Skinner, James J   | 56,000                            | \$ 836,790        | 107,833                            | 14,167        | \$ 1,513,864                             | \$ 121,836    |