

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT****UNDER
THE SECURITIES ACT OF 1933****SHOCKWAVE MEDICAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)3841
(Primary Standard Industrial
Classification Code Number)27-0494101
(I.R.S. Employer
Identification Number)5403 Betsy Ross Drive
Santa Clara, California 95054
(510) 279-4262

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Douglas Godshall
President & Chief Executive Officer
ShockWave Medical, Inc.
5403 Betsy Ross Drive
Santa Clara, California 95054
(510) 279-4262

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

*Copies to:*Alan F. Denenberg
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000Hajime Tada
General Counsel
ShockWave Medical, Inc.
5403 Betsy Ross Drive
Santa Clara, California 95054
(510) 279-4262David Peinsipp
Charles S. Kim
Kristin E. VanderPas
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000**Approximate date of commencement of proposed sale to the public:****As soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-234640

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company 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 7(a)(2)(B) of the Securities Act.

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount Of Registration Fee(3)
Common Stock, par value \$0.001 per share	381,548	\$36.25	\$13,831,115	\$1,795.28

- (1) Represents only the additional number of shares being registered and includes an additional 49,767 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-234640).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.
- (3) The registrant previously registered 2,472,500 shares of its common stock with an aggregate offering price not to exceed \$86,216,075 on a Registration Statement on Form S-1, as amended (File No. 333-234640), which was declared effective by the Securities and Exchange Commission on November 14, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$13,831,115 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by ShockWave Medical, Inc. (the "Registrant") by 381,548 shares, 49,767 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement on Form S-1, as amended (File No. 333-234640) (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBITS

**Exhibit
Number**

Description

5.1	Opinion of Davis Polk & Wardwell LLP
23.1	Consent of Ernst & Young LLP
23.2	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
25.1	Powers of Attorney (included on signature page of Registration Statement on Form S-1, File No. 333-234640)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on the 14th day of November, 2019.

SHOCKWAVE MEDICAL, INC.

By: /s/ Douglas Godshall
Douglas Godshall
President, Chief Executive Officer & Director

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacity and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas Godshall</u> Douglas Godshall	President, Chief Executive Officer and Director (Principal Executive Officer)	November 14, 2019
<u>/s/ Dan Puckett</u> Dan Puckett	Chief Financial Officer (Principal Financial and Accounting Officer)	November 14, 2019
<u>*</u> C. Raymond Larkin, Jr.	Director	November 14, 2019
<u>*</u> F.T. "Jay" Watkins	Director	November 14, 2019
<u>*</u> Antoine Papiernik	Director	November 14, 2019
<u>*</u> Colin Cahill	Director	November 14, 2019
<u>*</u> Federic Moll, M.D.	Director	November 14, 2019
<u>*</u> Laura Francis	Director	November 14, 2019

*By: /s/ Douglas Godshall
Douglas Godshall
Attorney-in-Fact

November 14, 2019

ShockWave Medical, Inc.
5403 Betsy Ross Drive
Santa Clara, CA 95054

Ladies and Gentlemen:

We have acted as special counsel to ShockWave Medical, Inc. (the "Company") in connection with the Company's Registration Statement on Form S-1 (the "Abbreviated Registration Statement") filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 381,548 shares of the Company's common stock (the "Securities"), \$0.001 par value per share. The Securities are to be purchased by certain underwriters and offered for sale to the public together with the securities registered pursuant to a Registration Statement on Form S-1 (File No. 333-234640) of the Company that was declared effective earlier today (the "Initial Registration Statement").

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based upon the foregoing, we advise you that, in our opinion, when the price at which the Securities to be sold has been approved by or on behalf of the Board of Directors of the Company and when the Securities have been duly issued and delivered against payment therefor in accordance with the terms of the Underwriting Agreement referred to in the prospectus included in the Initial Registration Statement and incorporated by reference in the Abbreviated Registration Statement, the Securities will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of New York and California and the foregoing opinion is limited to the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Abbreviated Registration Statement and further consent to the reference to our name under the caption "Legal Matters" in the prospectus included in the Initial Registration Statement and incorporated by reference in the Abbreviated Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated February 8, 2019 (except for Note 14, as to which the date is February 22, 2019), with respect to the consolidated financial statements of ShockWave Medical, Inc. included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-234640) and related Prospectus of ShockWave Medical, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Jose, California
November 12, 2019