

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Zacharias Isaac</u>  (Last) (First) (Middle) C/O SHOCKWAVE MEDICAL, INC. 5403 BETSY ROSS DRIVE  (Street) SANTA CLARA CA 95054  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Shockwave Medical, Inc. [ SWAV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ President, CCO
	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/31/2024		D		56,288	D	(1)(2)	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Unit	\$0	05/31/2024		D		29,588		(3)(4)	(3)(4)	Common Stock	29,588	(3)(4)	0	D	
Stock Option	\$6.71	05/31/2024		D		27,709		(5)	11/14/2028	Common Stock	27,709	(5)	0	D	

**Explanation of Responses:**

- This Form 4 reports the disposition of securities pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 4, 2024, by and among the Issuer, Johnson & Johnson ("J&J"), and Sweep Merger Sub, Inc., a wholly owned subsidiary of J&J ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), effective as of the effective time of the Merger (the "Effective Time"), with the Issuer surviving the Merger as a wholly owned subsidiary of J&J. As a result of the Merger, at the Effective Time, each outstanding share of common stock, par value \$0.001 per share, of the Issuer ("Common Stock") outstanding immediately prior to the Effective Time (excluding Excluded Shares and any Dissenting Company Shares, each as defined in the Merger Agreement) was automatically converted into the right to receive \$335.00 in cash (the "Merger Consideration").
- (Continued from Footnote 1) without interest and less any applicable withholding taxes. Additionally, pursuant to the Merger Agreement, at the Effective Time, each restricted stock unit ("RSU") outstanding immediately prior to the Effective Time, whether vested or unvested, was cancelled and converted into the right to receive a cash amount, without interest and less any applicable withholding taxes, equal to the product of (i) the aggregate number of shares of Common Stock underlying such RSU immediately prior to the Effective Time and (ii) the Merger Consideration.
- Pursuant to the Merger Agreement, at the Effective Time, each RSU subject to performance-based vesting conditions ("PSU") outstanding immediately prior to the Effective Time, whether vested or unvested, was canceled and converted into the right to receive a cash amount, without interest and less any applicable withholding taxes, equal to the product of (i) the aggregate number of shares of Common Stock underlying such PSU (assuming attainment of (A) the actual level of performance for performance metrics for which the relevant performance period had been completed as of the Effective Time and (B) the maximum level of performance under the terms of the applicable award agreement as in effect on the date of the Merger Agreement for performance metrics for which the relevant performance period had not been completed as of the Effective Time) and (ii) the Merger Consideration.
- (Continued from Footnote 3) The amount reported represents PSUs for which performance was deemed achieved assuming attainment of maximum level of performance.
- Pursuant to the Merger Agreement, at the Effective Time, each option to purchase shares of Common Stock ("Company Option") that was outstanding and unexercised as of immediately prior to the Effective Time, whether vested or unvested, with a per share exercise price that was less than the Merger Consideration, was cancelled and converted into the right to receive a cash amount, without interest and less any applicable withholding taxes, equal to the product of (i) the aggregate number of shares of Common Stock underlying such Company Option immediately prior to the Effective Time, and (ii) the excess of (A) the Merger Consideration over (B) the per share exercise price of such Company Option.

**Remarks:**

/s/ Wade Estey, as attorney-in-fact for Isaac Zacharias 05/31/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.