

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
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 No.)

5403 Betsy Ross Drive
Santa Clara, California 95054
(Address of Principal Executive Offices)

ShockWave Medical, Inc. 2019 Equity Incentive Plan
ShockWave Medical, Inc. Employee Stock Purchase Plan
(Full Titles of the Plans)

Douglas Godshall
President & Chief Executive Officer
ShockWave Medical, Inc.
5403 Betsy Ross Drive
Santa Clara, California 95054
(Name and address of agent for service)

(510) 279-4262
(Telephone Number, Including Area Code, of Agents for Service)

With copies to:

Alan F. Denenberg
Stephen Salmon
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
(650) 752-2000

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

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

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽⁴⁾	Proposed Maximum Aggregate Offering Price ⁽⁴⁾	Amount of Registration Fee ⁽⁵⁾
Common Stock, par value \$0.001 per share				
— 2019 Equity Incentive Plan ⁽²⁾	943,404	\$26.79	\$25,273,793.16	\$3,280.54
— Employee Stock Purchase Plan ⁽³⁾	314,468	\$26.79	\$8,424,597.72	\$1,093.52
Total	1,257,872	\$26.79	\$33,698,390.88	\$4,374.06

(1) In the event of a stock split, stock dividend or similar transaction involving the Registrant's common stock, \$0.001 par value per share ("Common Stock"), the number of shares registered hereby shall automatically be adjusted in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").

(2) Represents an increase in the number of shares of Common Stock available for future issuance under the 2019 Equity Incentive Plan (the "2019 Plan") effective as of January 1, 2020 pursuant to the terms of the 2019 Plan.

- (3) Represents an increase in the number of shares of Common Stock available for future issuance under the Employee Stock Purchase Plan (the "ESPP") effective as of January 1, 2020 pursuant to the terms of the ESPP.
 - (4) Calculated under Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock on March 24, 2020 as reported by the Nasdaq Global Market.
 - (5) Rounded up to the nearest cent.
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**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered shares of its common stock for issuance under the 2019 Equity Incentive Plan and the Employee Stock Purchase Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 7, 2019 (File No. 333-230113). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

PART II

Item 8. Exhibits

The Index of Exhibits filed herewith and appearing immediately after the signature page to this registration statement is incorporated by reference in this Item 8.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, ShockWave Medical, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 27th day of March, 2020.

ShockWave Medical, Inc.

By: /s/ Douglas Godshall

Name: Douglas Godshall

Title: *President and Chief Executive Officer*

POWER OF ATTORNEY AND SIGNATURES

Know all persons by these presents, that each person whose signature appears below, constitutes and appoints each of Douglas Godshall, Dan Puckett and Trinh Phung as his or her true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable ShockWave Medical, Inc. to comply with the Securities Act, and any requirements of the Commission in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities 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 & Director (principal executive officer)	March 27, 2020
<u>/s/ Dan Puckett</u> Dan Puckett	Chief Financial Officer (principal financial and principal accounting officer)	March 27, 2020
<u>/s/ C. Raymond Larkin, Jr.</u> C. Raymond Larkin, Jr.	Chairman & Director	March 27, 2020
<u>/s/ Colin Cahill</u> Colin Cahill	Director	March 27, 2020
<u>/s/ Laura Francis</u> Laura Francis	Director	March 27, 2020
<u>/s/ Frederic Moll</u> Frederic Moll, M.D.	Director	March 27, 2020
<u>/s/ Antoine Papiernik</u> Antoine Papiernik	Director	March 27, 2020
<u>/s/ F.T. "Jay" Watkins</u> F.T. "Jay" Watkins	Director	March 27, 2020

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
5.1*	Opinion of Davis Polk & Wardwell LLP
23.1*	Consent of independent registered public accounting firm
23.2*	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included in the signature pages hereof)
99.1⁽¹⁾	2019 Equity Incentive Plan
99.2⁽²⁾	Form of Stock Option Agreement under the 2019 Equity Incentive Plan
99.3⁽³⁾	Employee Stock Purchase Plan
99.4⁽⁴⁾	Form of Restricted Stock Unit Agreement

* Filed herewith

- (1) Filed as Exhibit 10.4 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 (No. 333-229590), filed on February 25, 2019 and incorporated herein by reference.
 - (2) Filed as Exhibit 10.4 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 (No. 333-229590), filed on February 25, 2019 and incorporated herein by reference.
 - (3) Filed as Exhibit 10.5 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 (No. 333-229590), filed on February 25, 2019 and incorporated herein by reference.
 - (4) Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (No. 001-38829), filed on August 6, 2019 and incorporated herein by reference.
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New York
Northern California
Washington DC
São Paulo
London

Paris
Madrid
Hong Kong
Beijing
Tokyo



Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025

March 27, 2020

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

Ladies and Gentlemen:

We have acted as special counsel to ShockWave Medical, Inc., a Delaware corporation (the "**Company**"), and are delivering this opinion in connection with the Company's Registration Statement on Form S-8 (the "**Registration Statement**") filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of 1,257,872 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share, issuable pursuant to the Company's 2019 Equity Incentive Plan and Employee Stock Purchase Plan (together, the "**Plans**").

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.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued pursuant to the Plans upon receipt by the Company of the consideration for the Shares specified therein, 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 laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the 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-8 pertaining to the ShockWave Medical, Inc. 2019 Equity Incentive Plan and the ShockWave Medical, Inc. Employee Stock Purchase Plan of our report dated March 12, 2020, with respect to the consolidated financial statements of ShockWave Medical, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
March 25, 2020
