

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SHOCKWAVE MEDICAL, INC.

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

(Exact Name of Registrant as Specified in its Charter)
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
Jason Bassetti
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
(650) 752-2000

Hajime Tada
General Counsel and Corporate Secretary
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

Accelerated filer

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

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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plans are effective. The Registrant previously registered shares of its common stock for issuance under the Registrant's 2019 Equity Incentive Plan and the Registrant's Employee Stock Purchase Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on [March 7, 2019](#) (File No. 333-230113), [March 27, 2020](#) (File No. 333-237448) and [February 26, 2021](#) (File No. 333-253623). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following exhibits are filed as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
5.1*	Opinion of Davis Polk & Wardell LLP
23.1*	Consent of Independent Registered Public Accounting Firm
23.2*	Consent of Davis Polk & Wardell LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included in the signature pages hereof)
99.1(1)	2019 Equity Incentive Plan and Form of Stock Option Agreement thereunder
99.2(2)	Form of Global Restricted Stock Unit Agreement under the 2019 Equity Incentive Plan
99.3(3)	Employee Stock Purchase Plan
107*	Filing Fee Table

* 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 10.5 to the Registrant's Annual Report on Form 10-K (No. 001-38829), filed on February 25, 2022 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.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 25th day of February 2022.

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, proxy 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, proxies 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, proxies 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, proxies and agents, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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)	February 25, 2022
<u>/s/ Dan Puckett</u> Dan Puckett	Chief Financial Officer (principal financial officer)	February 25, 2022
<u>/s/ Trinh Phung</u> Trinh Phung	Vice President of Finance (principal accounting officer)	February 25, 2022
<u>/s/ C. Raymond Larkin</u> C. Raymond Larkin, Jr.	Chairman & Director	February 25, 2022
<u>/s/ Laura Francis</u> Laura Francis	Director	February 25, 2022
<u>/s/ Frederic Moll</u> Frederic Moll, M.D.	Director	February 25, 2022
<u>/s/ Antoine Papiernik</u> Antoine Papiernik	Director	February 25, 2022
<u>/s/ Maria Sainz</u> Maria Sainz	Director	February 25, 2022
<u>/s/ Sara Toyloy</u> Sara Toyloy	Director	February 25, 2022
<u>/s/ F.T Jay Watkins</u> F.T. "Jay" Watkins	Director	February 25, 2022

February 25, 2022

Exhibit 5.1Shockwave 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 1,417,778 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 LLP

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 reports dated February 25, 2022, with respect to the consolidated financial statements of Shockwave Medical, Inc. and the effectiveness of internal control over financial reporting of Shockwave Medical, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California

February 25, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Shockwave Medical, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee(4)
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	1,417,778(2)	\$145.67	\$198,779,576	0.0000927	\$18,428
Total Offering Amounts					\$198,779,576		\$18,428
Total Fee Offsets(5)							—
Net Fee Due							\$18,428

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall cover any additional shares of common stock, \$0.001 par value per share (“Common Stock”) of the Registrant that become issuable under the Employee Stock Purchase Plan (the “ESPP”) and the 2019 Equity Incentive Plan (the “2019 Plan”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.
- (2) Represents: (i) 1,063,334 shares of Common Stock that were automatically added to the shares reserved for issuance under the 2019 Plan on January 1, 2022 pursuant to the provision of the 2019 Plan providing for an annual automatic increase in the number of authorized shares reserved and available for issuance under the 2019 Plan and (ii) 354,444 shares of Common Stock that were automatically added to the shares reserved for issuance under the ESPP on January 1, 2022 pursuant to the provision of the ESPP providing for an annual automatic increase in the number of authorized shares reserved and available for issuance under the ESPP.
- (3) Estimated under Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Common Stock on February 17, 2022, as reported by the Nasdaq Global Select Market. Under the ESPP, the purchase price of a share of Common Stock is equal to 85% of the fair market value of the Common Stock on the offering date or the purchase date, whichever is less.
- (4) Rounded up to the nearest cent.
- (5) The Registrant does not have any fee offsets.