

**UNITED STATES
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:

**Douglas N. Cogen
Ran Ben-Tzur
Jennifer J. Hitchcock
Fenwick & West LLP
555 California Street, 12th Floor
San Francisco, California 94104
(415) 875-2300**

**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), February 26, 2021 (File No. 333-253623) and February 25, 2022 (File No. 333-263040). 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

Exhibit Number	Description	Incorporation by Reference			
		Form	File No.	Exhibit(s)	Filing Date
4.1	Restated Certificate of Incorporation	8-K	001-38829	3.3	March 12, 2019
4.2	Second Amended and Restated Bylaws	8-K	001-38829	3.1	December 23, 2022
4.3	Form of Common Stock Certificate	S-1	333-229590	4.1	February 8, 2019
5.1*	Opinion of Fenwick & West LLP				
23.1*	Consent of Independent Registered Public Accounting Firm				
23.2*	Consent of Fenwick & West LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney (included in the signature pages hereof)				
99.1	2019 Equity Incentive Plan and form of Stock Option Agreement	S-1/A	333-229590	10.4	February 25, 2019
99.2	Form of Global Restricted Stock Unit Agreement under the 2019 Equity Incentive Plan	10-K	001-38829	10.5	February 27, 2023
99.3	Employee Stock Purchase Plan	S-1/A	333-229590	10.5	February 25, 2019
107.1*	Filing Fee Table				

* Filed herewith.

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 27th day of February 2023.

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 27, 2023
<u>/s/ Daniel K. Puckett</u> Daniel K. Puckett	Chief Financial Officer (principal financial officer)	February 27, 2023
<u>/s/ Trinh Phung</u> Trinh Phung	Vice President of Finance (principal accounting officer)	February 27, 2023
<u>/s/ C. Raymond Larkin</u> C. Raymond Larkin, Jr.	Chairman & Director	February 27, 2023
<u>/s/ Laura Francis</u> Laura Francis	Director	February 27, 2023
<u>/s/ Frederic Moll</u> Frederic Moll, M.D.	Director	February 27, 2023
<u>/s/ Antoine Papiernik</u> Antoine Papiernik	Director	February 27, 2023
<u>/s/ Maria Sainz</u> Maria Sainz	Director	February 27, 2023
<u>/s/ Sara Toyloy</u> Sara Toyloy	Director	February 27, 2023
<u>/s/ F.T Jay Watkins</u> F.T. "Jay" Watkins	Director	February 27, 2023

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 ⁽⁴⁾	Maximum Aggregate Offering Price ⁽⁴⁾	Fee Rate	Amount of Registration Fee ⁽⁵⁾
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	1,087,066 ⁽²⁾	\$188.65	\$205,075,001	0.00011020	\$22,600
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	362,355 ⁽³⁾	\$160.36	\$58,107,248	0.00011020	\$6,404
Total Offering Amounts					\$263,182,249		\$29,004
Total Fee Offsets⁽⁶⁾							—
Net Fee Due							\$29,004

- (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 1,087,066 shares of Common Stock that were automatically added to the shares reserved for issuance under the 2019 Plan on January 1, 2023, 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.
- (3) Represents 362,355 shares of Common Stock that were automatically added to the shares reserved for issuance under the ESPP on January 1, 2023, 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.
- (4) 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 21, 2023, 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.
- (5) Rounded up to the nearest cent.
- (6) The Registrant does not have any fee offsets.

February 27, 2023

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to Shockwave Medical, Inc., a Delaware corporation (the “**Company**”), we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on or about February 27, 2023 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 1,449,421 shares (the “**Shares**”) of the Company’s Common Stock, \$0.001 par value per share, that consists of (a) 1,087,066 Shares that are subject to issuance by the Company upon the exercise or settlement of awards (including awards of incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards and/or other awards) to be granted under the Company’s 2019 Equity Incentive Plan (the “**2019 Plan**”) and (b) 362,355 Shares that are subject to issuance by the Company pursuant to purchase rights to be granted under the Company’s Employee Stock Purchase Plan (the “**Purchase Plan**”) and together with the 2019 Plan, the “**Plans**”).

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the “**Opinion Certificate**”). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and

Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/S/ FENWICK & WEST LLP

FENWICK & WEST 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 27, 2023, 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, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California

February 27, 2023