

Cardiovascular Systems Inc  
Form S-8  
July 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*the Securities Act of 1933*

**CARDIOVASCULAR SYSTEMS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**41-1698056**  
(I.R.S. Employer

Identification Number)

**651 Campus Drive**

**St. Paul, Minnesota 55112-3495**

(Address of Principal Executive Office and Zip Code)

**Cardiovascular Systems, Inc. Amended and Restated 2007 Equity Incentive Plan**

**(Full Title of the Plan)**

**Laurence L. Betterley**

**Chief Financial Officer**

**Cardiovascular Systems, Inc.**

**651 Campus Drive**

**St. Paul, Minnesota 55112-3495**

**(651) 259-1600**

**(Name, Address and Telephone Number, Including Area Code, of Agent for Service)**

*Copies to:*

**Robert K. Ranum, Esq.**

**Fredrikson & Byron, P.A.**

**200 South Sixth Street, Suite 4000**

**Minneapolis, MN 55402**

**Fax: (612) 492-7077**

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         | x  |
| Non-accelerated filer   | .. | Smaller reporting company | .. |

**CALCULATION OF REGISTRATION FEE**

| <b>Title of</b>  | <b>Amount</b>        | <b>Proposed</b>       | <b>Proposed</b>          |                         |
|--|----------------------|-----------------------|--------------------------|-------------------------|
|  | <b>to be</b>         | <b>Maximum</b>        | <b>Maximum</b>           |                         |
| <b>Securities to be Registered</b>   | <b>Registered(1)</b> | <b>Offering Price</b> | <b>Aggregate</b>         | <b>Amount of</b>        |
|  |                      | <b>Per Share(2)</b>   | <b>Offering Price(2)</b> | <b>Registration Fee</b> |
| Common Stock awards and issuable upon exercise of awards granted under the Amended and Restated 2007 Equity Incentive Plan | 450,000              | \$10.31               | \$4,639,500              | \$531.69                |

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, there is also being registered hereunder an indeterminate number of shares of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to antidilution provisions of the plan.
- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock on July 10, 2012, as quoted on the Nasdaq Global Market.

**STATEMENT OF INCORPORATION BY REFERENCE**

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's Amended and Restated 2007 Equity Incentive Plan, as amended. This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities, and pursuant to such instruction, the contents of the Registration Statements on Form S-8, Reg. Nos. 333-158755, 333-160609, 333-168682 and 333-175703 are incorporated herein by reference, except for, in each case, Item 8, Exhibits.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

- 5.1 Opinion of Fredrikson & Byron, P.A.
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Fredrikson & Byron, P.A. (included in Exhibit 5.1)
- 99.1\* Amended and Restated 2007 Equity Incentive Plan
- 99.2\*\* Form of Incentive Stock Option Agreement under the Amended and Restated 2007 Equity Incentive Plan
- 99.3\*\* Form of Non-Qualified Stock Option Agreement under the Amended and Restated 2007 Equity Incentive Plan
- 99.4\*\* Form of Restricted Stock Agreement under the Amended and Restated 2007 Equity Incentive Plan
- 99.5\*\* Form of Restricted Stock Unit Agreement under the Amended and Restated 2007 Equity Incentive Plan
- 99.6\*\* Form of Performance Share Award under the Amended and Restated 2007 Equity Incentive Plan
- 99.7\*\* Form of Performance Unit Award under the Amended and Restated 2007 Equity Incentive Plan
- 99.8\*\* Form of Stock Appreciation Rights Agreement under the Amended and Restated 2007 Equity Incentive Plan

\* Previously filed with the SEC as Exhibit 99.1 to and incorporated herein by reference from the Registration Statement on Form S-8 filed by Cardiovascular Systems, Inc. (File No. 333-158755) on April 24, 2009.

\*\* Previously filed with the SEC as an Exhibit to and incorporated herein by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 St. Paul, State of Minnesota, on July 13, 2012.

**CARDIOVASCULAR SYSTEMS, INC.**

By: /s/ Laurence L. Betterley  
 Laurence L. Betterley  
 Chief Financial Officer

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

| Signature  | Title  | Date          |
|--|--|---------------|
| *<br>David L. Martin                               | President, Chief Executive Officer and Director<br><br>(principal executive officer) | July 13, 2012 |
| /s/ Laurence L. Betterley<br>Laurence L. Betterley | Chief Financial Officer<br><br>(principal financial and accounting officer)          | July 13, 2012 |
| *<br>Edward Brown                                  | Director   | July 13, 2012 |
| *<br>Brent G. Blackey                              | Director   | July 13, 2012 |
| *<br>John H. Friedman                              | Director   | July 13, 2012 |
| *<br>Augustine Lawlor                              | Director   | July 13, 2012 |
| *<br>Glen D. Nelson                                | Director   | July 13, 2012 |
| *<br>Leslie Trigg                                  | Director   | July 13, 2012 |

\* By: /s/ Laurence L. Betterley  
 Laurence L. Betterley, as attorney-in-fact

**EXHIBIT INDEX**

Exhibit

| Number | Exhibit Description  |
|--------|--|
| 5.1    | Opinion of Fredrikson & Byron, P.A.  |
| 23.1   | Consent of PricewaterhouseCoopers LLP  |
| 23.2   | Consent of Fredrikson & Byron, P.A. (included in Exhibit 5.1)  |
| 99.1*  | Amended and Restated 2007 Equity Incentive Plan  |
| 99.2** | Form of Incentive Stock Option Agreement under the Amended and Restated 2007 Equity Incentive Plan     |
| 99.3** | Form of Non-Qualified Stock Option Agreement under the Amended and Restated 2007 Equity Incentive Plan |
| 99.4** | Form of Restricted Stock Agreement under the Amended and Restated 2007 Equity Incentive Plan           |
| 99.5** | Form of Restricted Stock Unit Agreement under the Amended and Restated 2007 Equity Incentive Plan      |
| 99.6** | Form of Performance Share Award under the Amended and Restated 2007 Equity Incentive Plan              |
| 99.7** | Form of Performance Unit Award under the Amended and Restated 2007 Equity Incentive Plan               |
| 99.8** | Form of Stock Appreciation Rights Agreement under the Amended and Restated 2007 Equity Incentive Plan  |

\* Previously filed with the SEC as Exhibit 99.1 to and incorporated herein by reference from the Registration Statement on Form S-8 filed by Cardiovascular Systems, Inc. (File No. 333-158755) on April 24, 2009.

\*\* Previously filed with the SEC as an Exhibit to and incorporated herein by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.