

Cardiovascular Systems Inc  
Form S-8  
July 10, 2014

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)  
651 Campus Drive  
St. Paul, Minnesota 55112-3495  
(Address of Principal Executive Office and Zip Code)

41-1698056  
(I.R.S. Employer  
Identification Number)

Cardiovascular Systems, Inc. Amended and Restated 2006 Employee Stock Purchase 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

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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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share (Reserved for Future Sales)	90,000	\$30.32	\$2,728,800	\$351.47

- In addition, pursuant to Rule 416 under the Securities Act of 1933, there is also being registered hereunder an
- (1) 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. Estimated pursuant to Rule 457(h) and Rule 457(c) solely for the purpose of calculating the registration fee and
  - (2) based upon the average of the high and low prices of the Registrant’s Common Stock on July 8, 2014, 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 2006 Employee Stock Purchase 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. 333-135954, 333-158987, 333-160610, 333-168684, 333-175702, 333-182669 and 333-189858 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)
- 24.1\*\* Power of Attorney
- 99.1\* Amended and Restated 2006 Employee Stock Purchase 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 the Registrant (File No. 333-158987) on May 5, 2009.

\*\* Previously filed on signature page of Registration Statement on Form S-8 signed by the Registrant (File No. 333-175702) on July 21, 2011.

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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 10, 2014.

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
* David L. Martin	President, Chief Executive Officer and Director (principal executive officer)	July 10, 2014
/s/ Laurence L. Betterley Laurence L. Betterley	Chief Financial Officer (principal financial and accounting officer)	July 10, 2014
/s/ Scott Bartos Scott Bartos	Director	July 10, 2014
* Brent G. Blackey	Director	July 10, 2014
* Edward Brown	Director	July 10, 2014
* Augustine Lawlor	Director	July 10, 2014
* Glen D. Nelson	Director	July 10, 2014
* Leslie Trigg	Director	July 10, 2014
/s/ Scott Ward Scott Ward	Director	July 10, 2014

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



EXHIBIT INDEX

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