

Cardiovascular Systems Inc
Form S-8
July 16, 2009

**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 41-1698056
(State or Other Jurisdiction of Incorporation or Organization) (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. (Check one):

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

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 |
|---|-----------------------------------|---|---|-----------------------------------|
|---|-----------------------------------|---|---|-----------------------------------|

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| | | | | |
|--|---------|--------|-------------|-------|
| Common Stock awards and issuable upon exercise of awards granted under the Amended and Restated 2007 Equity Incentive Plan | 705,695 | \$8.04 | \$5,673,788 | \$317 |
|--|---------|--------|-------------|-------|

- (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) 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, 2009.

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The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's Amended and Restated 2007 Equity Incentive Plan. The contents of the Registration Statement on Form S-8, Reg. No. 333-158755 are incorporated herein by reference.

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 16, 2009.

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 dates indicated.

Each of the undersigned constitutes and appoints David L. Martin and Laurence L. Betterley his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of Cardiovascular Systems, Inc. relating to the Company's Amended and Restated 2007 Equity Incentive Plan, any or all amendments or post-effective amendments to the Form S-8 Registration Statement, and any or all future Form S-8 Registration Statements filed for the purpose of registering additional shares resulting from share increases under the Company's Amended and Restated 2007 Equity Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, 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 date listed below.

| Signature | Title | Date |
|--|--|---------------|
| /s/ David L. Martin David L. Martin | President, Chief Executive Officer and Director (principal executive officer) | July 16, 2009 |
| /s/ Laurence L. Betterley Laurence L. Betterley | Chief Financial Officer (principal financial and accounting officer) Director | July 16, 2009 |
| Edward Brown | | |
| /s/ Brent G. Blackey Brent G. Blackey | Director | July 16, 2009 |

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/s/ John H. Friedman Director July 16, 2009

John H. Friedman

/s/ Geoffrey O. Hartzler Director July 16, 2009

Geoffrey O. Hartzler

/s/ Roger J. Howe Director July 16, 2009

Roger J. Howe

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| Signature | Title | Date |
|--|--------------|---------------|
| /s/ Augustine Lawlor Augustine Lawlor | Director | July 16, 2009 |
| /s/ Glen D. Nelson Glen D. Nelson | Director | July 16, 2009 |
| /s/ Gary M. Petrucci Gary M. Petrucci | Director | July 16, 2009 |

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EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-------------------|---|
| 5.1 | Opinion of Fredrikson & Byron, P.A. |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of KPMG LLP |
| 23.3 | Consent of Fredrikson & Byron, P.A. (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included on signature page) |