

Cardiovascular Systems Inc  
Form S-8  
July 21, 2011

**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 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**

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 Securities</b>	<b>Amount</b>	<b>Proposed Maximum</b>	<b>Proposed Maximum</b>	<b>Amount of</b>
<b>to be Registered</b>	<b>to be</b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Registration Fee</b>
	<b>Registered(1)</b>	<b>Per Share(2)</b>	<b>Offering Price(2)</b>	
Common Stock, par value \$0.001 per share	169,871 shares	\$14.39	\$2,444,444	\$284

(Reserved for Future Sales)

- (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 15, 2011, 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 and 333-168684 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 (included on signature page)
- 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 Cardiovascular Systems, Inc. (File No. 333-158987) on May 5, 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 21, 2011.

**CARDIOVASCULAR SYSTEMS, INC.**

By: /s/ David L. Martin  
 David L. Martin  
 President and Chief Executive 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 2006 Employee Stock Purchase 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 2006 Employee Stock Purchase 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David L. Martin David L. Martin	President, Chief Executive Officer and Director  (principal executive officer)	July 21, 2011
/s/ Laurence L. Betterley Laurence L. Betterley	Chief Financial Officer  (principal financial and accounting officer)	July 21, 2011
/s/ Edward Brown Edward Brown	Director	July 21, 2011
/s/ Brent G. Blackey Brent G. Blackey	Director	July 21, 2011
/s/ John H. Friedman John H. Friedman	Director	July 21, 2011
/s/ Geoffrey O. Hartzler Geoffrey O. Hartzler	Director	July 21, 2011
/s/ Augustine Lawlor Augustine Lawlor	Director	July 21, 2011

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/s/ Glen D. Nelson  
Glen D. Nelson

Director

July 21, 2011

/s/ Leslie Trigg  
Leslie Trigg

Director

July 21, 2011

**EXHIBIT INDEX**

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