# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. \_\_\_)\*

CVRx, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share (Title of Class of Securities)

126638105 (CUSIP number)

M.O.J.M. Perret
Cooperatieve Gilde Healthcare IV U.A.
Newtonlaan 91
3584 BP Utrecht
The Netherlands
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

 $\label{eq:July 2, 2021} \textbf{(Date of Event which Requires Filing of this Statement)}$ 

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(g), check the following box.  $\Box$ .

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 126638105 Page 1 of 10 Pages

1			EPORTING PERSON			
	Cooperatieve Gilde Healthcare IV U.A.					
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- (1) Includes options exercisable within 60 days of July 2, 2021. All shares are held of record by Cooperatieve Gilde Healthcare IV U.A. ("Gilde Healthcare"). Gilde Healthcare IV Management B.V. is the manager of Gilde Healthcare and may be deemed to have voting, investment and dispositive power with respect to these securities. Gilde Healthcare IV Management B.V. is fully owned by Gilde Healthcare Holding B.V. The managing partners of Gilde Healthcare Holding B.V. are Edwin de Graaf, Marc Olivier Perret and Martemanshurk B.V. (of which Pieter van der Meer is the owner and manager).
- (2) Based on 20,344,858 shares of common stock outstanding of CVRx, Inc. (the "Issuer"), as set forth in the Issuer's Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission ("SEC") on July 1, 2021.

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1			EPORTING PERSON		
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#### Item 1. Security and Issuer.

This joint statement on Schedule 13D (this "Statement") is filed with respect to the common stock, par value \$0.01 per share ("Common Stock"), of CVRx, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 9201 West Broadway Avenue, Suite 650, Minneapolis, MN 55445.

#### Item 2. Identity and Background.

- (a) This Statement is being filed by Cooperatieve Gilde Healthcare IV U.A. ("Gilde Healthcare"), Gilde Healthcare IV Management BV ("GHCIVM"), Gilde Healthcare Holding BV ("GHH", and together with Gilde Healthcare and GHCIVM, the "Reporting Entities"); and the managing partners of GHH: Edwin de Graaf, Marc Olivier Perret and Martemanshurk BV (of which Pieter van der Meer is the owner and manager) (together, the "Managing Partners"). The Reporting Entities and Managing Partners are collectively referred to as the "Reporting Persons." The agreement among the Reporting Persons to file jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act is attached hereto as Exhibit 99.1. Each Reporting Person disclaims beneficial ownership of all securities reported in this Statement except to the extent of such Reporting Person's pecuniary interest therein, other than those securities reported herein as being held directly by such Reporting Person.
- (b) The business address of the principal offices of each Reporting Person is Newtonlaan 91, 3584 BP Utrecht, the Netherlands.
- (c) GHCIVM manages and advises Gilde Healthcare and is owned by GHH. Gilde Healthcare makes venture capital investments in companies developing biotechnology, molecular diagnostics and medical technology products.
- (d) During the past five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons are, nor during the last five years have been, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) GHCIVM, GHH and Martemanshurk BV are limited liability companies organized under Dutch law. Gilde Healthcare is a private equity investment fund organized under Dutch law. Marc Olivier Perret is a citizen of France. Edwin de Graaf and Pieter van der Meer are citizens of the Netherlands.

#### Item 3. Source and Amount of Funds or Other Consideration.

From August 2016 through July 2020, Gilde Healthcare purchased an aggregate of 24,583,397 shares of the Issuer's Series G convertible preferred stock at an aggregate purchase price of \$19,666,717. On July 2, 2021, upon the closing of the Issuer's initial public offering of its Common Stock (the "Offering"), the Issuer's Series G convertible preferred stock automatically converted into shares of the Issuer's Common Stock at a rate of 1-for-0.0632143218 (the "Conversion").

In addition, on July 2, 2021, in connection with the Offering, Gilde Healthcare purchased an additional 275,000 shares of Common Stock at a purchase price per share of \$18.00 and an aggregate purchase price of \$4,950,000 (the "Purchase"). Following the Conversion and the Purchase, Gilde Healthcare directly held an aggregate of 1,829,022 shares of Common Stock.

In 2017, 2018, 2019 and 2021, Gilde Healthcare received stock options to purchase shares of Common Stock of the Issuer. 2,468 of such options are exercisable within 60 days of July 2, 2021.

All shares of the capital stock of the Issuer purchased by Gilde Healthcare have been purchased using investment funds provided to Gilde Healthcare. Unless noted above, no part of the purchase price was borrowed by any Reporting Person for the purpose of acquiring any securities discussed in this Item 3.

## Item 4. Purpose of Transaction.

The information set forth in Item 3 of this Statement is incorporated herein by reference. The Reporting Persons hold the securities of the Issuer for general investment purposes. The Reporting Persons may, from time to time, depending on prevailing

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market, economic and other conditions, acquire additional shares of Common Stock or other securities of the Issuer, dispose of any such securities, or engage in discussions with the Issuer concerning such acquisitions or dispositions or further investments in the Issuer. The Reporting Persons intend to review their investment in the Issuer on a continuing basis and, depending upon the price and availability of shares of Common Stock or other securities of the Issuer, subsequent developments affecting the Issuer, the Issuer's business and prospects, other investment and business opportunities available to the Reporting Persons, general stock market and economic conditions, tax considerations and other factors considered relevant, may decide at any time to increase or to decrease the size of their investment in the Issuer in the open market, in privately negotiated transactions, pursuant to 10b5-1 trading plans or otherwise.

Geoff Pardo, a partner at Gilde Healthcare, serves as a member of the board of directors of the Issuer. In addition, in his capacity as a director, Mr. Pardo may be entitled to receive cash compensation and equity compensation, including stock options or other equity awards, pursuant to a plan or policy with regard to compensation of members of the board of directors of the Issuer.

Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

#### Item 5. Interest in Securities of the Issuer.

(a) According to the Issuer's Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission ("SEC") on July 1, 2021, there were 20,344,858 shares of Common Stock outstanding after the closing of the Offering.

Gilde Healthcare is the record holder of an aggregate of 1,829,022 shares of Common Stock and 2,468 options to purchase Common Stock exercisable within 60 days of July 2, 2021, which together represents beneficial ownership of approximately 9.0% of the outstanding shares of Common Stock after the closing of the Offering.

GHCIVM, as the manager of Gilde Healthcare, has the power to vote and dispose of securities held by Gilde Healthcare and may be deemed to beneficially own the securities held of record by Gilde Healthcare.

As a result, each of the Reporting Persons may beneficially own an aggregate of 1,831,490 shares of Common Stock, or approximately 9.0% of the outstanding Common Stock.

- (b) Each Reporting Person has shared power to vote and dispose of 1,831,490 shares of Common Stock.
- (c) Except as reported in this Statement, none of the Reporting Persons has effected any transactions in the Issuer's securities within the past 60 days.
- (d) Only Gilde Healthcare has the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by Gilde Healthcare.
- (e) Not applicable.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

The information set forth in Items 3 and 4 of this Statement is incorporated herein by reference. In connection with its purchase of shares of the Issuer's preferred stock, Gilde Healthcare and certain of the Issuer's other investors are party to an Eighth Amended and Restated Investors' Rights Agreement, dated July 1, 2020, with the Issuer (the "Investors' Rights Agreement"). The terms and provisions of the Investors' Rights Agreement are described more fully in the Issuer's Registration Statement on Form S-1 (File No. 333-256800) declared effective by the Commission on June 29, 2021 (the "Registration Statement"), and the above summary is qualified by reference to such description and the full text of the Investors' Rights Agreement, which is filed as Exhibit 99.2 to this Statement and is incorporated herein by reference.

In connection with the Offering, Gilde Healthcare entered into a lock-up agreement, pursuant to which Gilde Healthcare agreed, subject to certain exceptions, not to sell, transfer or otherwise convey any of the Issuer's securities for 180 days following the date of the underwriting agreement for the Offering. The terms and provisions of such lock-up agreement are described more fully in the Registration Statement, and the above summary is qualified by reference to such description and the full text of the lock-up agreement, a form of which is filed as Exhibit 99.3 to this Statement and is incorporated herein by reference.

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Upon consummation of the Offering, the Issuer entered into an indemnification agreement with each of its directors, including Mr. Pardo. The indemnification agreement requires the Issuer, among other things, to indemnify Mr. Pardo against expenses and liabilities to the fullest extent permitted by law, and for related expenses, including attorneys' fees, judgments, penalties, fines and settlement amounts incurred by Mr. Pardo in any action or proceeding arising out of his service as a director. The terms and provisions of the indemnification agreement are described more fully in the Registration Statement, and the above summary is qualified by reference to such description and the full text of the indemnification agreement, a form of which is filed as Exhibit 99.4 to this Statement and is incorporated herein by reference.

Mr. Pardo, in his capacity as director, may be entitled to receive cash compensation and equity compensation, including stock options or other equity awards pursuant to a plan or policy with regard to compensation of members of the board of directors of the Issuer.

## Item 7. Materials to be Filed as Exhibits.

Exhibit <u>No.</u>	Description
99.1	Joint Filing Agreement, dated July 12, 2021, by and among the Reporting Persons (filed herewith).
99.2	Eighth Amended and Restated Investors' Rights Agreement, dated July 1, 2020, by and among the Company and the holders listed therein (filed as Exhibit 10.7 to the Issuer's Registration Statement on Form S-1 as filed with the Commission on June 4, 2021 (SEC File No. 333-256800) and incorporated herein by reference).
99.3	Form of Lock-Up Agreement (filed as Exhibit D to the Underwriting Agreement, which was filed as Exhibit 1.1 to the Issuer's Registration Statement on Form S-1/A as filed with the Commission on June 23, 2021 (SEC File No. 333-256800) and incorporated herein by reference).
99.4	Form of Indemnification Agreement between the Company and its directors and officers (filed as Exhibit 10.13 to the Issuer's Registration Statement on Form S-1/A as filed with the Commission on June 23, 2021 (SEC File No. 333-256800) and incorporated herein by reference).

## **Signatures**

13D

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated: July 12, 2021

## COOPERATIEVE GILDE HEALTHCARE IV U.A.

By: GILDE HEALTHCARE IV MANAGEMENT BV

Its: Manager

By: /s/ M.O.J.M. Perret
Name: M.O.J.M. Perret
Title: Managing Director

## GILDE HEALTHCARE IV MANAGEMENT BV

By: /s/ M.O.J.M. Perret
Name: M.O.J.M. Perret
Title: Managing Director

## GILDE HEALTHCARE HOLDING BV

By: /s/ M.O.J.M. Perret
Name: M.O.J.M. Perret
Title: Managing Director

## /s/ Marc Olivier Perret

Marc Olivier Perret

/s/ Edwin de Graaf

Edwin de Graaf

## MARTEMANSHURK BV

By: /s/ Pieter van der Meer
Name: Pieter van der Meer
Title: Managing Partner

#### JOINT FILING AGREEMENT

The undersigned hereby agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned, and any amendments thereto executed by the undersigned shall be filed on behalf of each of the undersigned without the necessity of filing any additional joint filing agreement. The undersigned acknowledge that each is responsible for the timely filing of such statement on Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness or accuracy of the information concerning the others of the undersigned, except to the extent that he or it knows or has reason to believe that such information is inaccurate or incomplete. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: July 12, 2021

#### COOPERATIEVE GILDE HEALTHCARE IV U.A.

By: GILDE HEALTHCARE IV MANAGEMENT BV

Its: Manager

By: /s/ M.O.J.M. Perret
Name: M.O.J.M. Perret
Title: Managing Director

## GILDE HEALTHCARE IV MANAGEMENT BV

By: /s/ M.O.J.M. Perret
Name: M.O.J.M. Perret
Title: Managing Director

## GILDE HEALTHCARE HOLDING BV

By: /s/ M.O.J.M. Perret
Name: M.O.J.M. Perret
Title: Managing Director

## /s/ Marc Olivier Perret

Marc Olivier Perret

# /s/ Edwin de Graaf

Edwin de Graaf

## MARTEMANSHURK BV

By: /s/ Pieter van der Meer
Name: Pieter van der Meer
Title: Managing Partner