

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CVRx, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

41-1983744

(I.R.S. Employer Identification No.)

**9201 West Broadway Avenue, Suite 650
Minneapolis, MN 55445**

(Address of Principal Executive Offices, including zip code)

2021 Equity Incentive Plan
(Full title of the plan)

**Kevin Hykes
President and Chief Executive Officer
CVRx, Inc.**

**9201 West Broadway Avenue, Suite 650
Minneapolis, MN 55445**

(Name and address of agent for service)

(763) 416-2840

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input checked="" type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 1,315,580 shares of Common Stock, par value \$0.01 per share, of CVRx, Inc. (the “Registrant”), issuable under the 2021 Equity Incentive Plan (the “2021 Plan”) as a result of an automatic annual increase provision therein for which Registration Statements on Form S-8 (File Nos. 333-257616, 333-262901, 333-269696, 333-276984, and 333-285010) (the “Prior Registration Statements”) are effective.

This Registration Statement is submitted in accordance with General Instruction E to Form S-8.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The contents of the Registrant’s Registration Statements on Form S-8 (File Nos. [333-257616](#), [333-262901](#), [333-269696](#), [333-276984](#), and [333-285010](#)), relating to the 2021 Plan are incorporated herein by reference.

Item 8. Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|--|
| 4.1 | Restated Certificate of Incorporation of CVRx, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on June 7, 2024). |
| 4.2 | Amended and Restated Bylaws of CVRx, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on July 7, 2021). |
| 5.1 | Opinion of Faegre Drinker Biddle & Reath LLP. |
| 10.1 | 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant’s Registration Statement on Form S-8 filed on July 1, 2021). |
| 10.2 | Form of Stock Option Agreement (Employees/Officers) pursuant to 2001 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant’s Registration Statement on Form S-8 filed on July 1, 2021). |
| 10.3 | Form of Stock Option Agreement (Non-Employee Directors) pursuant to 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant’s Registration Statement on Form S-8 filed on July 1, 2021). |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Faegre Drinker Biddle & Reath LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney. |
| 107 | Filing Fee Table. |

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 Minneapolis, State of Minnesota, on February 13, 2026.

CVRx, INC.

By: /s/ Kevin Hykes
Kevin Hykes
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 on behalf of the Registrant and in the capacities indicated:

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ Kevin Hykes</u> Kevin Hykes | President and Chief Executive Officer (Principal Executive Officer) |
| <u>/s/ Jared Oasheim</u> Jared Oasheim | Chief Financial Officer (Principal Financial and Accounting Officer) |
| <u>*</u> Kevin Ballinger | Director |
| <u>*</u> Mitch Hill | Director |
| <u>*</u> Mudit Jain | Director |
| <u>*</u> Kirk Nielsen | Director |
| <u>*</u> Martha Shadan | Director |
| <u>*</u> Joseph Slattery | Director |

* Jared Oasheim, by signing his name hereto on the 13th day of February, 2026, does hereby sign this document pursuant to powers of attorney duly executed by the directors named, filed with the Securities and Exchange Commission on behalf of such directors, all in the capacities and on the date stated.

February 13, 2026

CVRx, Inc.
9201 West Broadway Avenue, Suite 650
Minneapolis, MN 55445

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to CVRx, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), relating to the issuance of up to 1,315,580 additional shares the Company's Common Stock, par value \$0.01 per share (the "Shares"), which may be issued pursuant to the 2021 Equity Incentive Plan (the "2021 Plan").

For purposes of this opinion letter, we have examined the 2021 Plan, the Registration Statement, the amended and restated certificate of incorporation, as currently in effect, and the amended and restated bylaws, as currently in effect, of the Company, the resolutions of the Company's board of directors authorizing the issuance of the Shares and such corporate and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of statutes as we have deemed relevant and necessary in connection with the opinions hereinafter expressed. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, of officers and representatives of the Company and of others, without any independent verification thereof.

In our examination, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based on and subject to the foregoing and to the other qualifications, assumptions and limitations set forth herein, we are of the opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the 2021 Plan and that, when (a) the Shares have been issued and sold as contemplated in the Registration Statement and related prospectus and in accordance with the 2021 Plan, and (b) the consideration for the Shares specified in the 2021 Plan has been received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We are admitted to the practice of law in the State of Minnesota.

This opinion speaks only as of the date the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion thereafter. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Yours very truly,

/s/ FAEGRE DRINKER BIDDLE & REATH LLP
FAEGRE DRINKER BIDDLE & REATH LLP

Consent of Independent Registered Public Accounting Firm

We have issued our report dated February 13, 2026, with respect to the consolidated financial statements of CVRx, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2025, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ Grant Thornton LLP

Minneapolis, Minnesota
February 13, 2026

POWER OF ATTORNEY

We, the undersigned officers and directors of CVRx, Inc., hereby severally constitute and appoint Kevin Hykes and Jared Oasheim, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to one or more registration statements on Form S-8 or any other appropriate form, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission to register 1,315,580 additional shares of the Company's common stock to be offered pursuant to the 2021 Equity Incentive Plan.

We hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

/s/ Kevin Ballinger Date: February 13, 2026
Kevin Ballinger

/s/ Mitch Hill Date: February 13, 2026
Mitch Hill

/s/ Kevin Hykes Date: February 13, 2026
Kevin Hykes

/s/ Mudit Jain Date: February 13, 2026
Mudit Jain

/s/ Kirk Nielsen Date: February 13, 2026
Kirk Nielsen

/s/ Martha Shadan Date: February 13, 2026
Martha Shadan

/s/ Joseph Slattery Date: February 13, 2026
Joseph Slattery
