

**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
2021 Employee Stock Purchase Plan**
(Full title of the Plans)

**Nadim Yared
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 1,239,823 shares of Common Stock, par value \$0.01 per share, of CVRx, Inc. (the “Registrant”), issuable under the following employee benefit plans for which Registration Statements on Form S-8 (File Nos. 333-257616 and 333-262901) (the “Prior Registration Statements”) are effective: (i) the 2021 Equity Incentive Plan (the “2021 Plan”) which, as a result of an automatic annual increase provision therein, added 1,033,186 shares of Common Stock, and (ii) the Employee Stock Purchase Plan (the “ESPP”), which, as a result of the operation of an automatic annual increase provision therein, added 206,637 shares of Common Stock. 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](#) and [333-262901](#)), relating to the 2021 Plan and the ESPP are incorporated herein by reference.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation, as currently in effect (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on July 7, 2021).
4.2	Amended and Restated Bylaws, as amended, as currently in effect (incorporated by reference to Exhibit 3.2 to the Company’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 Company’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 Company’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 Company’s Registration Statement on Form S-8 filed on July 1, 2021).
10.4	Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.14 to the Company’s Annual Report on Form 10-K filed on February 22, 2022).
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Faegre Drinker Biddle & Reath LLP (included in Exhibit 5.1).
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 10, 2023.

CVRx, INC.

By: /s/ Nadim Yared

Nadim Yared

President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of CVRx, Inc., hereby severally constitute and appoint Nadim Yared 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 this Registration Statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), 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, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Nadim Yared</u> Nadim Yared	President and Chief Executive Officer (Principal Executive Officer)	February 10, 2023
<u>/s/ Jared Oasheim</u> Jared Oasheim	Chief Financial Officer (Principal Financial and Accounting Officer)	February 10, 2023
<u>/s/ Ali Behbahani</u> Ali Behbahani, M.D.	Director	February 10, 2023
<u>/s/ Kevin Hykes</u> Kevin Hykes	Director	February 10, 2023
<u>/s/ Mudit K. Jain</u> Mudit K. Jain, Ph.D	Director	February 10, 2023
<u>/s/ John M. Nehra</u> John M. Nehra	Director	February 10, 2023
<u>/s/ Kirk Nielsen</u> Kirk Nielsen	Director	February 10, 2023
<u>/s/ Martha Shadan</u> Martha Shadan	Director	February 10, 2023
<u>/s/ Joseph Slattery</u> Joseph Slattery	Director	February 10, 2023



February 10, 2023

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 1,239,823 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 and the Employee Stock Purchase Plan (collectively, the "Plans").

For purposes of this opinion letter, we have examined the Plans, 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 Plans 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 Plans, and (b) the consideration for the Shares specified in the Plans 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,

FAEGRE DRINKER BIDDLE & REATH LLP

By: /s/ Amy C. Seidel

Amy C. Seidel

Consent of Independent Registered Public Accounting Firm

We have issued our report dated February 10, 2023, 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, 2022, 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 10, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

CVRx, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	457(c) and 457(h)	1,033,186(2)	\$17.51(4)	\$18,091,086.86	0.00011020	\$1,993.64
Equity	Common Stock, par value \$0.01 per share	457(c) and 457(h)	206,637(3)	\$17.51(4)	\$3,618,213.87	0.00011020	\$398.73
Total Offering Amounts					\$21,709,300.73		\$2,392.37
Total Fee Offsets							\$0
Net Fee Due							\$2,392.37

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under 2021 Equity Incentive Plan (the "2021 Plan") and the Employee Stock Purchase Plan (the "ESPP") by reason of any stock split, stock dividend or other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of outstanding Common Stock.
- (2) Represents additional shares of Common Stock that became issuable under the 2021 Plan as of January 1, 2023, by operation of an automatic annual increase provision therein.
- (3) Represents additional shares of Common Stock that became issuable under the ESPP as of January 1, 2023, by reason of an automatic annual increase provision therein.
- (4) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is calculated on the basis of \$17.51, the average of the high and low price of the registrant's common stock on February 8, 2023, as reported on the Nasdaq Stock Market, which is within five business days prior to filing this Registration Statement.