

ABIOMED INC
Form S-8
August 25, 2016

As filed with the Securities and Exchange Commission on August 25, 2016

REGISTRATION NO. 333 -

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ABIOMED, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

22 Cherry Hill Drive, Danvers, MA 01923

04-2743260
(I.R.S. Employer
Identification No.)

(Address, Including Zip Code, of Principal Executive Offices)

ABIOMED, Inc. Amended & Restated 2015 Omnibus Incentive Plan

(Full Title of the Plan)

Michael R. Minogue

Chief Executive Officer and President

ABIOMED, Inc.

22 Cherry Hill Drive

Danvers, Massachusetts 01923

(978) 777-5410

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

with copies to:

Paul M. Kinsella

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, Massachusetts 02199

(617) 951-7000

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 (Do not check if a smaller reporting company)

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 | Amount of registration fee |
|---|---|---|--|---------------------------------------|
| Common Stock, \$0.01 par value | 1,260,000 | \$119.48 | \$150,547,950.00 | \$15,160.18 |

- (1) This Registration Statement covers the registration of 1,260,000 additional shares Common Stock of ABIOMED, Inc., par value \$0.01 per share, authorized for issuance under the ABIOMED, Inc. Amended & Restated 2015 Omnibus Incentive Plan (the 2015 Plan). In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers an indeterminate number of additional shares of ABIOMED, Inc. Common Stock, par value \$0.01 per share, that may become issuable pursuant to terms designed to prevent dilution resulting from stock splits, stock dividends or similar events. The Registrant previously filed a Registration Statement on Form S-8 on August 14, 2015 (File No. 333-206395), which registered 2,000,000 shares of Common Stock of the Registrant for issuance under the 2015 Plan.
- (2) The offering price for the shares of \$ 119.48 per share has been estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) of the Securities Act on the basis of the average high and low prices of ABIOMED, Inc. Common Stock reported on the NASDAQ Global Select Market as of a date (August 24, 2016) within five business days prior to the filing of this Registration Statement.

EXPLANTORY NOTE

ABIOMED, Inc. (the Registrant) has prepared this registration statement on Form S-8 (the Registration Statement) to register an additional 1,260,000 shares of the Registrant s common stock, par value \$0.01 per share (Common Stock), for issuance under the ABIOMED, Inc. Amended & Restated 2015 Omnibus Incentive Plan. 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 Statement on Form S-8 (File No. 333-206395) filed with the Securities and Exchange Commission on August 14, 2015 are incorporated herein by reference.

Item 8. Exhibits.

Exhibit

| Number | Description |
|--------|--|
| 4.1 | ABIOMED, Inc. Amended & Restated 2015 Omnibus Incentive Plan, (previously filed as Appendix A to the definitive proxy statement on Schedule 14A (File No. 001-09585) on June 30, 2016 and incorporated herein by reference). |
| 5.1* | Opinion of Ropes & Gray LLP. |
| 23.1* | Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP. |
| 23.2* | Consent of Ropes & Gray LLP (included in Exhibit 5.1). |
| 24.1* | Power of Attorney (included on the signature page in Part II). |

* Filed herewith

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 Town of Danvers, Commonwealth of Massachusetts, on the 25th day of August, 2016.

ABIOMED, INC.

By: /s/ Michael R. Minogue
 Michael R. Minogue
 President, Chief Executive Officer and
 Chairman

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Michael R. Minogue and Michael J. Tomsicek, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, 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 on Form S-8 of ABIOMED, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the 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 or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their 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 dates indicated.

| Signature | Title | Date |
|--|---|--------------------|
| /s/ Michael R. Minogue Michael R. Minogue | President, Chief Executive Officer and Chairman (Principal Executive Officer) | August 25, 2016 |
| /s/ Michael J. Tomsicek Michael J. Tomsicek | Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | August 25, 2016 |
| /s/ Dorothy E. Puhly Dorothy E. Puhly | Director | August 25, 2016 |
| /s/ Jeannine M. Rivet Jeannine M. Rivet | Director | August 25, 2016 |

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| | | |
|---|----------|--------------------|
| <i>/s/ Eric A. Rose</i> Eric A. Rose | Director | August 25, 2016 |
| <i>/s/ Martin P. Sutter</i> Martin P. Sutter | Director | August 25, 2016 |
| <i>/s/ Henri A. Termeer</i> Henri A. Termeer | Director | August 25, 2016 |
| <i>/s/ Paul Thomas</i> Paul Thomas | Director | August 25, 2016 |
| <i>/s/ Christopher D. Van Gorder</i> Christopher D. Van Gorder | Director | August 25, 2016 |

INDEX OF EXHIBITS

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