

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

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

**Inari Medical, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**45-2902923**  
(I.R.S. Employer Identification No.)

**6001 Oak Canyon, Suite 100  
Irvine, California 92618**  
(Address of Principal Executive Offices) (Zip Code)

**2020 Incentive Award Plan  
Amended and Restated 2020 Employee Stock Purchase Plan**  
(Full Title of the Plans)

**William Hoffman  
Chief Executive Officer  
Inari Medical, Inc.  
6001 Oak Canyon, Suite 100  
Irvine, California 92618  
(877) 923-4747**

(Name, address, and telephone number, including area code, of agent for service)

*Copies to:*

**B. Shayne Kennedy  
J. Ross McAloon  
Latham & Watkins LLP  
650 Town Center Drive, 20<sup>th</sup> Floor  
Costa Mesa, California 92626  
(714) 540-1235**

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 for the purpose of registering an additional 2,012,539 shares of common stock, par value \$0.001 per share, of Inari Medical, Inc. (the “Registrant”), issuable under the following employee benefit plans for which registration statements on Form S-8 (File Nos. 333-238735 and 333-254133) are effective: (i) the 2020 Incentive Award Plan which, as a result of an automatic annual increase provision therein, added 1,509,404 shares of common stock, and (ii) the Amended and Restated 2020 Employee Stock Purchase Plan which, as a result of the operation of an annual increase provision therein, added 503,135 shares of common stock.

Pursuant to General Instruction E to Form S-8, the contents of the above-referenced prior registration statements are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

### Item 8. Exhibits

Exhibit Number	Description	Form	Incorporated by Reference			Filed Herewith
			Exhibit	Date Filed	File Number	
4.1	<a href="#">Amended and Restated Certificate of Incorporation</a>	8-K	3.1	5/28/2020	001-39293	
4.2	<a href="#">Amended and Restated Bylaws</a>	8-K	3.2	5/28/2020	001-39293	
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP</a>					X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>					X
23.2	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>					X
24.1	<a href="#">Power of Attorney (included in the signature page to this Registration Statement)</a>					X
99.1	<a href="#">2020 Incentive Award Plan</a>	S-1/A	10.6	5/18/2020	333-236568	
99.2	<a href="#">Form of Option Agreement pursuant to 2020 Incentive Award Plan</a>	S-1/A	10.6.1	5/18/2020	333-236568	
99.3	<a href="#">Form of Restricted Stock Unit Agreement pursuant to 2020 Incentive Award Plan</a>	S-1/A	10.6.2	5/18/2020	333-236568	
99.4	<a href="#">Form of Restricted Stock Unit Award Agreement pursuant to 2020 Incentive Award Plan – International</a>	10-K	10.8	3/9/2021	001-39293	
99.5	<a href="#">Amended and Restated 2020 Employee Stock Purchase Plan</a>	10-Q	10.3	11/12/2020	001-39293	
99.6	<a href="#">Form of Restricted Stock Unit Award Agreement pursuant to 2020 Incentive Award Plan - Non-Employee Director</a>	10-K	10.25	2/23/2022	001-39293	
107	<a href="#">Filing Fee Table</a>					X

## 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 Irvine, State of California, on February 23, 2022.

### INARI MEDICAL, INC.

By: /s/ William Hoffman

Name: William Hoffman

Title: President and Chief Executive Officer

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## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints William Hoffman and Mitchell Hill, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ William Hoffman</u> William Hoffman	President, Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2022
<u>/s/ Mitchell Hill</u> Mitchell Hill	Chief Financial Officer (Principal Accounting and Financial Officer)	February 23, 2022
<u>/s/ Donald Milder</u> Donald Milder	Director	February 23, 2022
<u>/s/ Rebecca Chambers</u> Rebecca Chambers	Director	February 23, 2022
<u>/s/ Cynthia Lucchese</u> Cynthia Lucchese	Director	February 23, 2022
<u>/s/ Dana G. Mead</u> Dana G. Mead, Jr.	Director	February 23, 2022
<u>/s/ Kirk Nielsen</u> Kirk Nielsen	Director	February 23, 2022
<u>/s/ Jonathan Root</u> Jonathan Root	Director	February 23, 2022
<u>/s/ Catherine Szyman</u> Catherine Szyman	Director	February 23, 2022

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Inari Medical, 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 Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, \$0.001 par value per share	457(c) and 457(h)	2,012,539 (3)	\$74.88	\$150,698,920.32	\$92.70 per \$1,000,000	\$13,969.79
Fees Previously Paid								
	<b>Total Offering Amounts</b>					\$150,698,920.32		\$13,969.79
	<b>Total Fees Previously Paid</b>							—
	<b>Total Fee Offsets (4)</b>							—
	<b>Net Fee Due</b>							\$13,969.79

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that becomes issuable under the 2020 Incentive Award Plan (as amended, the "2020 Plan") and the Amended and Restated 2020 Employee Stock Purchase Plan (as amended, the "2020 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Pursuant to 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share is estimated solely for the purpose of calculating the registration fee and is based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 18, 2022, which date is within five business days prior to filing this Registration Statement.
- (3) Consists of (i) 1,509,404 additional shares of the Registrant's common stock that became available for issuance on January 1, 2022 under the 2020 Plan, by operation of an automatic annual increase provision therein and (ii) 503,135 additional shares of the Registrant's common stock that became available for issuance on January 1, 2022 under the 2020 ESPP, by operation of an automatic annual increase provision therein.
- (4) The Registrant does not have any fee offsets.

## LATHAM &amp; WATKINS LLP

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## FIRM / AFFILIATE OFFICES

Austin	Moscow
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

February 23, 2022

Inari Medical, Inc.  
 6001 Oak Canyon, Suite 100  
 Irvine, California 92618

Re: Registration Statement on Form S-8 with respect to 2,012,539 shares of Common Stock of Inari Medical, Inc., par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to Inari Medical, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “*Commission*”) of a 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 2,012,539 shares of the Company’s common stock, par value \$0.001 per share (the “*Shares*”), which may be issued pursuant to the Company’s 2020 Incentive Award Plan and the Amended & Restated 2020 Employee Stock Purchase Plan (together, the “*Plans*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectuses forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (the “*DCGL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or

# LATHAM & WATKINS<sup>LLP</sup>

awarded and exercised in accordance with the requirements of law and the applicable Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

Inari Medical, Inc.  
Irvine, California

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our reports dated February 23, 2022, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, of Inari Medical, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ BDO USA, LLP  
Costa Mesa, California

February 23, 2022