

**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)

**Andrew Hykes
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, 20th 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 by Inari Medical, Inc. (the “Company” or the “Registrant”) with the Securities and Exchange Commission for the purpose of registering an additional 2,160,867 shares of the Company’s common stock, par value \$0.001 per share (the “common stock”), issuable under the following employee benefit plans for which registration statements on Form S-8 (File Nos. 333-238735, 333-254133 and 333-262931) are effective: (i) the 2020 Incentive Award Plan which, as a result of an automatic annual increase provision therein, added 1,620,650 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 540,217 shares of common stock.

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

The contents of the registration statements on Form S-8 (File Nos. 333-238735, 333-254133 and 333-262931) 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.

<u>Exhibit Number</u>	<u>Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
			<u>Exhibit</u>	<u>Date Filed</u>	<u>File Number</u>	
4.1	Amended and Restated Certificate of Incorporation	8-K	3.1	5/28/2020	001-39293	
4.2	Amended and Restated Bylaws	8-K	3.2	5/28/2020	001-39293	
5.1	Opinion of Latham & Watkins LLP					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (included in the signature page to this Registration Statement)					X
99.1	2020 Incentive Award Plan	S-1/A	10.6	5/18/2020	333-236568	
99.2	Form of Option Agreement pursuant to 2020 Incentive Award Plan	S-1/A	10.6.1	5/18/2020	333-236568	
99.3	Form of Restricted Stock Unit Agreement pursuant to 2020 Incentive Award Plan	S-1/A	10.6.2	5/18/2020	333-236568	
99.4	Form of Restricted Stock Unit Award Agreement pursuant to 2020 Incentive Award Plan – International	10-K	10.8	3/9/2021	001-39293	
99.5	Form of Restricted Stock Unit Award Agreement pursuant to 2020 Incentive Award Plan - Non-Employee Director	10-K	10.25	2/23/2022	001-39293	
99.6	Amended and Restated 2020 Employee Stock Purchase Plan	10-Q	10.3	11/12/2020	001-39293	
107	Filing Fee Table					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 27, 2023.

INARI MEDICAL, INC.

By: /s/ Mitchell Hill
Name: Mitchell Hill
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Andrew Hykes 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.

Signature	Title	Date
<u>/s/ Andrew Hykes</u> Andrew Hykes	President, Chief Executive Officer and Director (Principal Executive Officer)	February 27, 2023
<u>/s/ Mitchell Hill</u> Mitchell Hill	Chief Financial Officer (Principal Accounting and Financial Officer)	February 27, 2023
<u>/s/ Donald Milder</u> Donald Milder	Director	February 27, 2023
<u>/s/ Rebecca Chambers</u> Rebecca Chambers	Director	February 27, 2023
<u>/s/ William Hoffman</u> William Hoffman	Director	February 27, 2023
<u>/s/ Cynthia Lucchese</u> Cynthia Lucchese	Director	February 27, 2023
<u>/s/ Dana Mead</u> Dana Mead	Director	February 27, 2023
<u>/s/ Kirk Nielsen</u> Kirk Nielsen	Director	February 27, 2023
<u>/s/ Jonathan Root</u> Jonathan Root	Director	February 27, 2023
<u>/s/ Katie Szyman</u> Katie Szyman	Director	February 27, 2023
<u>/s/ Robert Warner</u> Robert Warner	Director	February 27, 2023

FIRM / AFFILIATE OFFICES

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Los Angeles	Tokyo
Madrid	Washington, D.C.

February 27, 2023

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

Re: Registration Statement on Form S-8 with respect to 2,160,867 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 2,160,867 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 and 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 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 27, 2023, relating to the consolidated financial statements and the effectiveness of Inari Medical, Inc.'s 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, 2022.

/s/ BDO USA, LLP

Costa Mesa, California
February 27, 2023

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)	2,160,867 (3)	\$54.80	\$118,404,707.27	\$110.20 per \$1,000,000	\$13,048.20
Fees Previously Paid								
	Total Offering Amounts						\$118,404,707.27	\$13,048.20
	Total Fees Previously Paid							–
	Total Fee Offsets (4)							–
	Net Fee Due							\$13,048.20

- (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 21, 2023, which date is within five business days prior to filing this Registration Statement.
- (3) Consists of (i) 1,620,650 additional shares of the Registrant’s common stock that became available for issuance on January 1, 2023 under the 2020 Plan, by operation of an automatic annual increase provision therein and (ii) 540,217 additional shares of the Registrant’s common stock that became available for issuance on January 1, 2023 under the 2020 ESPP, by operation of an automatic annual increase provision therein.
- (4) The Registrant does not have any fee offsets.

