

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1
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)

3841
(Primary Standard Industrial
Classification Code Number)

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

9 Parker, Suite 100
Irvine, CA 92618
(877) 923-4747

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William Hoffman
Chief Executive Officer
Inari Medical, Inc.
9 Parker, Suite 100
Irvine, CA 92618
(877) 923-4747

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

Copies to:

B. Shayne Kennedy
Nathan Ajiashvili
J. Ross McAloon
Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, CA 92626
(714) 540-1235

Iir Mujalovic
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
(212) 848-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-236568)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definition 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common stock, \$0.001 par value per share	999,999	\$19.00	\$18,999,981	\$2,466.20

(1) Represents only the additional number of shares being registered and includes 130,434 additional shares of common stock that the underwriters have the option to purchase. This does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-236568).

(2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended. The registrant previously registered 8,432,950 shares of its common stock with an aggregate offering price not to exceed \$151,793,100 on the Registration Statement on Form S-1, as amended (File No. 333-236568), which was declared effective by the Securities and Exchange Commission on May 21, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$18,999,981 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by Inari Medical, Inc. (the "Registrant") by 999,999 shares, 130,434 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement on Form S-1, as amended (File No. 333-236568). The information set forth in the Registration Statement on Form S-1, as amended (File No. 333-236568), and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	<u>Opinion of Latham & Watkins LLP</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on the signature page to the registrant's Registration Statement on Form S-1, as amended (File No. 333-236568), filed on February 21, 2020)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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 this 21st day of May, 2020.

INARI MEDICAL, INC.

By: /s/ William Hoffman
William Hoffman
Chief Executive Officer and President

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 held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William Hoffman</u> William Hoffman	Chief Executive Officer (principal executive officer), President and Director	May 21, 2020
<u>/s/ Mitchell Hill</u> Mitchell Hill	Chief Financial Officer (principal financial and accounting officer)	May 21, 2020
<u>*</u> Donald Milder	Chairman	May 21, 2020
<u>*</u> Cynthia Lucchese	Director	May 21, 2020
<u>*</u> Kirk Nielsen	Director	May 21, 2020
<u>*</u> Geoff Pardo	Director	May 21, 2020
<u>*</u> Jonathan Root, M.D.	Director	May 21, 2020
<u>*</u> Catherine Szyman	Director	May 21, 2020

*By: /s/ Mitchell Hill
Mitchell Hill
Attorney-in-fact

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LATHAM & WATKINS LLP

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May 21, 2020

Inari Medical, Inc.
 9 Parker, Suite 100
 Irvine, CA 92618

Re: Form S-1 Registration Statement File No. 333-236568 and Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended

Ladies and Gentlemen:

We have acted as special counsel to Inari Medical, Inc., a Delaware corporation (the “**Company**”), in connection with the registration of shares of the Company’s common stock, \$0.001 par value per share (“**Common Stock**”), pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the “**Act**”), initially filed with the Securities and Exchange Commission (the “**Commission**”) on February 21, 2020 (Registration No. 333-236568) (as amended, the “**Initial Registration Statement**”) and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Act (the “**Post-Effective Amendment**” and together with the Initial Registration Statement, the “**Registration Statement**”). The Post-Effective Amendment relates to the registration of 999,999 shares of Common Stock of the Company (the “**Additional Shares**”). 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 related prospectus (the “**Prospectus**”), other than as expressly stated herein with respect to the issue of the Additional 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 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 as to the General Corporation Law of the State of Delaware (the “**DGCL**”), 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 Additional Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor in the circumstances contemplated by the form

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of underwriting agreement most recently filed as an exhibit to the Registration Statement, the issue and sale of the Additional Shares will have been duly authorized by all necessary corporate action of the Company, and the Additional 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 and to the reference to our firm in the Prospectus under the heading "Legal Matters." 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.

Very truly yours,

/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 this Registration Statement on Form S-1, of our report dated February 21, 2020, except for Note 18 which is as of May 18, 2020, relating to the financial statements of Inari Medical, Inc., which is contained in the Registration Statement on Form S-1, as amended (No. 333-236568) filed on May 21, 2020.

We also consent to the reference to us under the caption “Experts” in the Registration Statement on Form S-1 (No. 333-236568) that is incorporated by reference in this Registration Statement.

/s/ BDO USA, LLP
Costa Mesa, California

May 21, 2020