
**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.)

**9 Parker, 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.
9 Parker, Suite 100
Irvine, California 92618
(877) 923-4747**
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

With copies to:
**B. Shayne Kennedy
Nathan Ajiashvili
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
Non-accelerated filer

Accelerated filer
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

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
2020 Incentive Award Plan (Common stock, par value \$0.001 per share)	1,477,548(3)	\$93.13	\$137,604,045.24	\$15,012.60
2020 Employee Stock Purchase Plan (Common stock, par value \$0.001 per share)	492,516(4)	\$93.13	\$45,868,015.08	\$5,004.20
TOTAL	1,970,064	—	\$183,472,060.32	\$20,016.80

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the \$97.99 (high) and \$88.26 (low) price per share of the Registrant's common stock as reported on The Nasdaq Global Select Market on March 5, 2021, which date is within five business days prior to the filing of this registration statement.
- (3) Represents additional shares of the Registrant's common stock that became available for issuance on January 1, 2021 under the 2020 Incentive Award Plan, by operation of an automatic annual increase provision therein.
- (4) Represents additional shares of the Registrant's common stock that became available for issuance on January 1, 2021 under the Amended and Restated 2020 Employee Stock Purchase Plan, by operation of an automatic annual increase provision therein.

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 1,970,064 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 a Registration Statement on Form S-8 (File No. 333-238735) is effective: (i) the 2020 Incentive Award Plan which, as a result of an automatic annual increase provision therein, added 1,477,548 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 492,516 shares of common stock.

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

The contents of the Registration Statement on [Form S-8 \(File No. 333-238735\)](#), filed with the Securities and Exchange Commission, relating to the 2020 Incentive Award Plan and Amended and Restated 2020 Employee Stock Purchase Plan, is incorporated herein by reference.

Item 8. Exhibits

Exhibit Index

Exhibit Number	Description	Form	Incorporated by reference		
			File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation	8-K	001-39293	3.1	5/28/2020
4.2	Amended and Restated Bylaws	8-K	001-39293	3.2	5/28/2020
5.1	Opinion of Latham & Watkins LLP				
23.1	Consent of Independent Registered Public Accounting Firm				
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)				
24.1	Power of Attorney (included on signature page)				
99.1	2020 Incentive Award Plan	S-1/A	333-236568	10.6	5/18/2020
99.2	Form of Option Agreement pursuant to 2020 Incentive Award Plan	S-1/A	333-236568	10.6.1	5/18/2020
99.3	Form of Restricted Stock Unit Agreement pursuant to 2020 Incentive Award Plan	S-1/A	333-236568	10.6.2	5/18/2020
99.4	Form of Restricted Stock Unit Award Agreement pursuant to 2020 Incentive Award Plan – International	10-K	001-39293	10.8	3/9/2021
99.5	Amended and Restated 2020 Employee Stock Purchase Plan	10-Q	001-39293	10.3	11/12/2020

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 March 10, 2021.

INARI MEDICAL, INC.

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

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints William Hoffman and Mitchell Hill, and each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules 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 and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he or she 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 or her substitute or 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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William Hoffman</u> William Hoffman	Chief Executive Officer (Principal Executive Officer), President and Director	March 10, 2021
<u>/s/ Mitchell Hill</u> Mitchell Hill	Chief Financial Officer (Principal Financial and Principal Accounting Officer)	March 10, 2021
<u>/s/ Donald Milder</u> Donald Milder	Chair of the Board of Directors	March 10, 2021
<u>/s/ Cynthia Lucchese</u> Cynthia Lucchese	Director	March 10, 2021
<u>/s/ Kirk Nielsen</u> Kirk Nielsen	Director	March 10, 2021
<u>/s/ Geoff Pardo</u> Geoff Pardo	Director	March 10, 2021
<u>/s/ Jonathan Root, M.D.</u> Jonathan Root, M.D.	Director	March 10, 2021
<u>/s/ Catherine Szyman</u> Catherine Szyman	Director	March 10, 2021

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March 10, 2021

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

Re: Registration Statement on Form S-8 with respect to 1,970,064 shares of Common Stock of Inari Medical, Inc., par value \$0.001 per share

Ladies and Gentlemen:

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 1,970,064 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 awarded and exercised in accordance with the requirements of law and the applicable Plan (and

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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.

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 the Registration Statement on Form S-8 of our report dated March 9, 2021, relating to the consolidated financial statements of Inari Medical, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ BDO USA, LLP
Costa Mesa, California

March 10, 2021