

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**

<b>Title of securities to be registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed Maximum Aggregate offering price</b>	<b>Amount of registration fee</b>
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.

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**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

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**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 25<sup>th</sup> 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/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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