
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under the
Securities Act of 1933

MERIT MEDICAL SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Utah
(State or other jurisdiction of
incorporation or organization)

87-0447695
(I.R.S. Employer
Identification No.)

1600 West Merit Parkway
South Jordan, Utah 84095
Telephone: (801) 253-1600
(Address of Principal Executive Offices,
including Zip Code)

**Merit Medical Systems, Inc.
2018 Long-Term Incentive Plan**
(Full title of the plan)

Brian G. Lloyd
Chief Legal Officer and Corporate Secretary
Merit Medical Systems, Inc.
1600 West Merit Parkway
South Jordan, Utah 84095
(801) 253-1600
(Name, address and telephone number, including area code, of
agent for service)

Copy to:

Dane Johansen
Parr Brown Gee & Loveless
101 South 200 East, Suite 700
Salt Lake City, Utah 84111
(801) 532-7840

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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 filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 3,000,000 shares of the common stock, no par value, (the “Common Stock”), of Merit Medical Systems, Inc. (the “Registrant”) issuable under the Merit Medical Systems, Inc. 2018 Long-Term Incentive Plan, as amended (the “Incentive Plan”). The Registrant’s shareholders approved the addition of these shares to the Incentive Plan at the Registrant’s Annual Meeting of Shareholders held on May 15, 2024.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registrant’s previously filed Registration Statement on Form S-8, File No. 333-225426, filed with the Securities and Exchange Commission (the “Commission”) on [June 4, 2018](#) relating to the Incentive Plan, to the extent not otherwise amended or superseded by the contents hereof. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are hereby incorporated herein by reference:

- (1) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023 filed with the Commission on [February 28, 2024](#) (our “2023 Annual Report”);
- (2) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024, filed with the Commission on [April 30, 2024](#);
- (3) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2024, filed with the Commission on [August 1, 2024](#);
- (4) The Registrant’s Current Reports on Form 8-K, other than with respect to Items 2.02 or 7.01, filed with the Commission on [January 8, 2024](#), [February 28, 2024](#), [April 30, 2024](#), [May 16, 2024](#), [May 21, 2024](#), [July 1, 2024](#) and [August 1, 2024](#);
- (5) The Registrant’s Definitive Proxy Statement on Schedule 14A for the annual meeting of shareholders held on May 15, 2024, filed with the Commission on [April 2, 2024](#); and
- (6) The description of the Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission on May 11, 1990, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), other than documents or information deemed to have been furnished and not filed in accordance with SEC rules, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which is also incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

Under no circumstances will any information furnished under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

Exhibit Number	Description	Filing Status
5.1	Opinion of Parr Brown Gee & Loveless PC	Filed herewith
104.1	Merit Medical Systems, Inc., 2018 Long-Term Incentive Plan (included as Exhibit 4.2 to the Registrant's registration statement on Form S-8 filed with the Commission on June 4, 2018)	Form S-8, filed June 4, 2018 (Exhibit No. 4.2)
104.2	Third Amendment to the Merit Medical Systems, Inc. 2018 Long-Term Incentive Plan (included as Appendix B to the Registrant's Definitive Proxy Statement for its 2024 Annual Meeting of Stockholders filed with the Commission on April 2, 2024)	Schedule 14A, filed April 2, 2024 (Appendix B)
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Parr Brown Gee & Loveless	Included in Exhibit 5.1, which is filed herewith
24.1	Power of Attorney	Included in signature pages hereto
107	Calculation of filing fee tables	Filed herewith

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 South Jordan, State of Utah, on August 29, 2024.

MERIT MEDICAL SYSTEMS, INC.

/s/ FRED P. LAMPROPOULOS

Fred P. Lampropoulos

Chairman of the Board and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints Fred P. Lampropoulos (Chief Executive Officer), Raul Parra (Chief Financial Officer and Treasurer) and Brian G. Lloyd (Chief Legal Officer and Corporate Secretary), and each of them acting individually, as his or her true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his or her behalf individually and in the capacity stated below and to perform any acts necessary to be done in order to file all amendments (including any post-effective amendments) to this registration statement, and any and all instruments or documents filed as part of or in connection with this registration statement or the amendments thereto, and to file the same with the Securities and Exchange Commission, granting unto say 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 to be done in or about the premises, as fully to all intents and purposes as he or she might or could do in person, and each of the undersigned does hereby ratify and confirm all that such attorneys-in-fact and agents, or any of them or their respective 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 indicated on August 29, 2024.

<u>Signature</u>	<u>Capacity in Which Signed</u>
<u>/s/ FRED P. LAMPROPOULOS</u> Fred P. Lampropoulos	Chief Executive Officer and Director (Principal executive officer)
<u>/s/ RAUL PARRA</u> Raul Parra	Chief Financial Officer and Treasurer (Principal financial and accounting officer)
<u>/s/ LONNY J. CARPENTER</u> Lonny J. Carpenter	Director
<u>/s/ STEPHEN C. EVANS</u> Stephen C. Evans	Director
<u>/s/ DAVID K. FLOYD</u> David K. Floyd	Director
<u>/s/ THOMAS J. GUNDERSON</u> Thomas J. Gunderson	Director

Signature	Capacity in Which Signed
<u>/s/ LAURA S. KAISER</u> Laura S. Kaiser	Director
<u>/s/ MICHAEL R. MCDONNELL</u> Michael R. McDonnell	Director
<u>/s/ F. ANN MILLNER</u> F. Ann Millner	Director
<u>/s/ SILVIA M. PEREZ</u> Silvia M. Perez	Director
<u>/s/ LYNNE N. WARD</u> Lynne N. Ward	Director

August 29, 2024

Merit Medical Systems, Inc.
1600 West Merit Parkway
South Jordan, Utah 84095

Re: Registration Statement (“Registration Statement”) on Form S-8 filed by Merit Medical Systems, Inc. (the “Company”) with respect to additional shares issuable under the Merit Medical Systems, Inc. 2018 Long-Term Incentive Plan

Ladies and Gentlemen:

We have acted as counsel for Merit Medical Systems, Inc., a Utah corporation, in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of an aggregate of up to an additional 3,000,000 shares of the Company’s common stock, no par value (the “Shares”), that may be issued under the Merit Medical Systems, Inc. 2018 Long-Term Incentive Plan (as amended, the “Plan”) pursuant to an amendment to the Plan increasing the number of Shares issuable under the Plan, which amendment was approved by the Company’s Board of Directors on February 17, 2024 and by the Company’s shareholders on May 15, 2024.

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, (iv) the charter documents of the Company and (v) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, we are of the opinion that when the Shares are issued by the Company and paid for in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the (i) the federal laws of the United States and (ii) the Utah Revised Business Corporation Act, as amended (the "URBC"), including all applicable provisions of the Utah Constitution and reported judicial decisions interpreting the URBC, in each case, as such laws exist on the date hereof. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof, and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm therein. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Parr Brown Gee & Loveless
PARR BROWN GEE & LOVELESS

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2024, relating to the financial statements of Merit Medical Systems, Inc. and the effectiveness of Merit Medical Systems, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Merit Medical Systems, Inc. for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP
Deloitte & Touche LLP

Salt Lake City, Utah
August 29, 2024

Calculation of Filing Fee Tables

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MERIT MEDICAL SYSTEMS INC

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, no par value	Other	3,000,000	\$ 92.46	\$ 277,380,000.00	0.0001476	\$ 40,941.29
Total Offering Amounts:					\$ 277,380,000.00		\$ 40,941.29
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 40,941.29

Offering Note

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The Form S-8 registration statement to which this Exhibit 107.1 is attached (the "Registration Statement") registers 3,000,000 shares of common stock of Merit Medical Systems, Inc., a Utah corporation (the "Registrant"), that may be delivered with respect to awards under the Merit Medical Systems, Inc. 2018 Long-Term Incentive Plan (the "Plan"). 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 common stock of the Registrant that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction.

The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Common Stock covered by this Registration Statement have been estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of a share of Common Stock as reported on the Nasdaq Global Select Market on August 22, 2024 (a date within five business days prior to the date of filing the Registration Statement), which was equal to \$92.46.