
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:

Michael J. Schefer
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
(Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registration 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 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
Common Stock, no par value	3,000,000 shares	\$59.26	\$177,780,000.00	\$16,480.21

- (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 common stock of Merit Medical Systems, Inc. (the "Registrant") that become issuable under the Merit Medical Systems, Inc. 2018 Long-Term Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated in accordance with Rules 457 (c) and (h) promulgated under the Securities Act of 1933, as amended, on the basis of the average of the high and low sales price for the Registrant's common stock, as reported on the Nasdaq Global Select Market on January 12, 2022.

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”) that may be offered and sold 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 June 17, 2021.

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, 2020 filed with the Commission on [March 1, 2021](#) (our “2020 Annual Report”);
- (2) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021, filed with the Commission on [May 7, 2021](#);
- (3) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2021, filed with the Commission on [August 6, 2021](#);
- (4) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2021, filed with the Commission on [November 5, 2021](#);
- (5) 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 [February 24, 2021](#), [April 29, 2021](#), [June 23, 2021](#), [July 29, 2021](#), [October 22, 2021](#), [October 28, 2021](#) and [November 24, 2021](#);
- (6) The Registrant’s Definitive Proxy Statement on Schedule 14A for the annual meeting of stockholders held on June 17, 2021, filed with the Commission on [April 30, 2021](#);
- (7) The description of the Common Stock contained in [Exhibit 4.2](#) of our 2020 Annual Report, 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
4.1	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)
4.2	Second Amendment to the Merit Medical Systems, Inc. 2018 Long-Term Incentive Plan (included as Appendix A to the Registrant's Definitive Proxy Statement for its 2021 Annual Meeting of Stockholders filed with the Commission on April 30, 2021)	Schedule 14A, filed April 30, 2021 (Appendix A)
5.1	Opinion of Parr Brown Gee & Loveless PC	Filed herewith
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

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 January 13, 2022.

MERIT MEDICAL SYSTEMS, INC.

/s/ FRED P. LAMPROPOULOS

Fred P. Lampropoulos

Chairman of the Board, President 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 (President and 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 January 13, 2022.

<u>Signature</u>	<u>Capacity in Which Signed</u>
<u>/s/ FRED P. LAMPROPOULOS</u> Fred P. Lampropoulos	President, 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/ A. SCOTT ANDERSON</u> A. Scott Anderson	Director
<u>/s/ JILL D. ANDERSON</u> Jill D. Anderson	Director
<u>/s/ LONNY J. CARPENTER</u> Lonny J. Carpenter	Director
<u>/s/ STEPHEN C. EVANS</u> Stephen C. Evans	Director

<u>Signature</u>	<u>Capacity in Which Signed</u>
<u>/s/ DAVID K. FLOYD</u> David K. Floyd	Director
<u>/s/ THOMAS J. GUNDERSON</u> Thomas J. Gunderson	Director
<u>/s/ JAMES T. HOGAN</u> James T. Hogan	Director
<u>/s/ F. ANN MILLNER</u> F. Ann Millner	Director
<u>/s/ LYNNE N. WARD</u> Lynne N. Ward	Director

January 13, 2022

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

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

Ladies and Gentlemen:

We have acted as counsel for Merit Medical Systems, Inc., a Utah corporation (the "Company"), 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 3,000,000 shares of the Company's common stock, no par (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission on the date hereof, which Shares may be issued from time to time in accordance with the terms of the above-described Plan.

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 March 1, 2021, 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, 2020.

/s/ DELOITTE & TOUCHE LLP

Salt Lake City, Utah
January 13, 2022
