

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CVRx, 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)

41-1983744
(I.R.S. Employer
Identification No.)

9201 West Broadway Avenue, Suite 650
Minneapolis, MN 55445
763-416-2840

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

Nadim Yared
President and Chief Executive Officer
CVRx, Inc.
9201 West Broadway Avenue, Suite 650
Minneapolis, MN 55445
763-416-2840

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

Copies to:

Amy C. Seidel, Esq.
Ben A. Stacke, Esq.
Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
Minneapolis, MN 55402-1425
Telephone: (612) 766-7000

Iilir Mujalovic, Esq.
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 the effective date of this Registration Statement.

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-256800

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, 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

Accelerated filer

Smaller reporting company

Emerging growth company

Non-accelerated filer

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 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⁽³⁾ |
|-----------------------------------------------------------|----------------------------------------------|--------------------------------------------------|--------------------------------------------------|-------------------------------------------------|
| Common stock, par value \$0.01 per share | 862,500 | \$18.00 | \$15,525,000 | \$1,694 |

- (1) Represents only the additional number of shares of common stock being registered, including 112,500 additional shares that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-256800).
- (2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act"), for the purpose of determining the registration fee. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$122,187,500 on a Registration Statement on Form S-1, as amended (File No. 333-256800), which was declared effective by the Securities and Exchange Commission on June 29, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$15,525,000 are hereby registered, which includes the additional shares that the underwriters have the option to purchase.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

CVRx, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement with the U.S. Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), with respect to the registration of additional shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”). This Registration Statement relates to the public offering of securities contemplated by the earlier registration statement on [Form S-1, as amended \(File No. 333-256800\)](#) (the “Prior Registration Statement”), which the Commission declared effective on June 29, 2021. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of Common Stock offered by the Registrant by 862,500 shares of its Common Stock, which includes 112,500 shares of Common Stock that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional shares of Common Stock that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the proposed maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The Registrant hereby (i) undertakes to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount as soon as practicable (but no later than the close of business on June 30, 2021), (ii) certifies that it will not revoke such wire transfer instructions, and (iii) certifies that it has sufficient funds in the relevant account to cover the amount of such filing fee.

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

EXHIBIT INDEX

| Exhibit No. | Exhibit Description |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1 | Legal Opinion of Faegre Drinker Biddle & Reath LLP. |
| 23.1 | Consent of Grant Thornton LLP, independent registered public accounting firm. |
| 23.2 | Consent of Faegre Drinker Biddle & Reath LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included on the signature page to the Registrant’s Registration Statement on Form S-1 (File No. 333-256800) declared effective by the Commission on June 29, 2021 and incorporated herein by reference). |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on June 29, 2021.

CVRx, Inc.

By: /s/ Nadim Yared

Name: Nadim Yared

Its: President and Chief Executive Officer

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>Signature</u> | <u>Title</u> | <u>Date</u> |
|-------------------------------------------|-------------------------------------------------------------------------|---------------|
| <u>/s/ Nadim Yared</u> Nadim Yared | President and Chief Executive Officer (Principal Executive Officer) | June 29, 2021 |
| <u>/s/ Jared Oasheim</u> Jared Oasheim | Chief Financial Officer (Principal Financial and Accounting Officer) | June 29, 2021 |
| <u>*</u> Ali Behbahani, M.D. | Director | June 29, 2021 |
| <u>*</u> Mudit K. Jain, Ph.D. | Director | June 29, 2021 |
| <u>*</u> John M. Nehra | Director | June 29, 2021 |
| <u>*</u> Kirk Nielsen | Director | June 29, 2021 |
| <u>*</u> Geoff Pardo | Director | June 29, 2021 |
| <u>*</u> Joseph Slattery | Director | June 29, 2021 |

*By: /s/ Nadim Yared

Nadim Yared

Attorney-in-Fact



faegredrinker.com

Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
+1 612 766 7000 main
+1 612 766 1600 fax

June 29, 2021

CVRx, Inc.
9201 West Broadway Avenue, Suite 650
Minneapolis, Minnesota 55445

Ladies and Gentlemen:

We have acted as counsel to CVRx, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement filed with the U.S. Securities and Exchange Commission on the date hereof pursuant to Rule 462(b) (the "462(b) Registration Statement") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), supplementing the Registration Statement on Form S-1 filed pursuant to the Securities Act (File No. 333-256800) (as amended, the "Initial Registration Statement" and, together with the 462(b) Registration Statement, the "Registration Statement"). This opinion letter is furnished to the Company in connection with its filing of the 462(b) Registration Statement relating to the registration of the offering by the Company of up to 862,500 shares (the "Shares") of the Company's common stock, \$0.01 par value per share. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters, a form of which was filed as Exhibit 1.1 to the Initial Registration Statement (the "Underwriting Agreement").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

We have examined the Registration Statement, the Underwriting Agreement, the Company's Twelfth Amended and Restated Certificate of Incorporation, as amended through the date hereof, the Company's Amended and Restated Bylaws, as amended through the date hereof, and the proceedings taken by the Company in connection with the authorization of the Shares. We also have examined the originals, or duplicates or certified or conformed copies, of such corporate records and other records, agreements, documents, certificates and instruments, and have made such other investigations, as we have deemed relevant and necessary in connection with the opinions hereinafter set forth. As to questions of fact material to this opinion, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company, without any independent verification thereof. We have also examined such authorities of law as we have deemed relevant as a basis for our opinions.

In rendering the opinions set forth below, we have assumed the accuracy, truthfulness and completeness of all public records of the Company and of all information, representations and warranties contained in the agreements, documents, instruments, certificates and records we have reviewed, and the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares, and upon payment therefor and delivery thereof in accordance with the terms of the Underwriting Agreement and book entry registration and issuance thereof by the Company's transfer agent and registrar, the Shares will be validly issued, fully paid and nonassessable.

This opinion is limited to the Delaware General Corporation Law. We express no opinion as to any other matters, including without limitation any matters relating to the securities or blue sky laws of any jurisdiction or any rules or regulations thereunder, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the 462(b) Registration Statement and to the reference to us under the caption "Legal Matters" in the Initial Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the U.S. Securities and Exchange Commission thereunder.

This opinion is given as of the date hereof, and we assume no responsibility for updating this opinion or the opinions or statements set forth herein to take into account any event, action, interpretation or change in law occurring subsequent to the date hereof that may affect the validity of any of such opinions or statements.

Very truly yours,

FAEGRE DRINKER BIDDLE & REATH LLP

/s/ Ben A. Stacke

By: Ben A. Stacke, *Partner*

Consent of Independent Registered Public Accounting Firm

We have issued our report dated April 9, 2021 (except as to Note 14, which is as of June 23, 2021), with respect to the consolidated financial statements of CVRx, Inc. included in the Registration Statement on Form S-1 (File No. 333-256800), as amended, which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Minneapolis, Minnesota
June 29, 2021
