

# REVA MEDICAL, INC.

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 02/28/17

Address	5751 COPLEY DRIVE SAN DIEGO, CA 92111
Telephone	(858) 966-3000
CIK	0001496268
Symbol	RVALL
SIC Code	3842 - Orthopedic, Prosthetic, and Surgical Appliances and Supplies
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**REVA Medical, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction  
of incorporation or organization)*

**33-0810505**

*(I.R.S. Employer Identification No.)*

5751 Copley Drive  
San Diego, CA 92111

*(Address, including Zip Code, of Principal Executive Offices)*

**2010 EQUITY INCENTIVE PLAN**

*(Full title of the plan)*

Regina E. Groves  
Chief Executive Officer  
5751 Copley Drive  
San Diego, CA 92111

(858) 966-3000

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

*Copy to:*

**Michael S. Kagnoff, Esq.  
DLA Piper LLP (US)  
4365 Executive Dr., Suite 1100  
San Diego, California 92121  
Telephone: (858) 677-1400  
Facsimile: (858) 677-1401**

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

Non-accelerated filer

Accelerated filer

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Proposed Maximum Amount to be Registered (1) (2)</b>	<b>Proposed Maximum Offering Price per Share (3)</b>	<b>Aggregate Offering Price (3)</b>	<b>Amount of Registration Fee</b>
<b>Common Stock, par value \$0.0001 per share</b>	<b>1,285,544</b>	<b>\$7.87134</b>	<b>\$10,118,953.91</b>	<b>\$1,173</b>

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional securities that may be necessary to adjust the number of shares reserved for issuance pursuant to the Registrant's 2010 Equity Incentive Plan, as amended, by reason of any stock split, stock dividend, or similar adjustment effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) The 1,285,544 shares being registered under the Registrant's 2010 Equity Incentive Plan, as amended, represent an increase in the number of shares available for issuance under the Registrant's 2010 Equity Incentive Plan, as amended (the "Plan"), equal to 3% of 42,851,477 shares, the total outstanding shares of the Registrant as of December 31, 2016. This increase was approved by the Company's Board of Directors on February 9, 2017, in accordance with the provisions of the Plan that provide for an annual increase of up to 3%.
- (3) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457 under the Securities Act and based on the average of the high and low prices per share of the Registrant's common stock traded in the form of CDIs on the Australian Securities Exchange on February 24, 2017, which average has been adjusted to account for conversion of CDIs into shares of common stock and converted into U.S. dollars based on the prevailing exchange rate on February 24, 2017 for the purposes of calculating the registration fee.

**This registration statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.**

## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8, the Registrant is filing this registration statement with the Securities and Exchange Commission (the "Commission") to register an additional 1,285,544 shares of common stock under the Registrant's 2010 Equity Incentive Plan, as amended, pursuant to the provisions of the plan providing for an annual increase in the number of shares of common stock reserved for issuance under such plan of up to 3%. This registration statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 filed with the Commission on April 7, 2011 (Registration No. 333-173371), March 2, 2012 (Registration No. 333-179845), February 28, 2013 (Registration No. 333-186966), March 17, 2014 (Registration No. 333-194619), March 30, 2015 (Registration No. 333-203103), and March 10, 2016 (Registration No. 333-210084) as modified or superseded pursuant to Rule 412 under the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

\* \* \*

---

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 San Diego, State of California, on this 27<sup>th</sup> day of February 2017.

### REVA Medical, Inc.

By: /s/ Katrina L. Thompson  
Katrina L. Thompson  
Chief Financial Officer and Secretary

## POWER OF ATTORNEY

Each director and/or officer of REVA Medical, Inc. whose signature appears below constitutes and appoints Katrina L. Thompson as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Regina E. Groves</u> Regina E. Groves	Chief Executive Officer (Principal Executive Officer)	February 27, 2017
<u>/s/ Katrina L. Thompson</u> Katrina L. Thompson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 27, 2017
<u>/s/ Brian H. Dovey</u> Brian H. Dovey	Chairman of the Board	February 27, 2017
<u>/s/ Ross A. Breckenridge</u> Ross A. Breckenridge	Director	February 27, 2017
<u>/s/ R. Scott Huennekens</u> R. Scott Huennekens	Director	February 27, 2017
<u>/s/ Anne J. Keating</u> Anne J. Keating	Director	February 27, 2017
<u>/s/ Gordon E. Nye</u> Gordon E. Nye	Director	February 27, 2017
<u>/s/ Robert B. Stockman</u> Robert B. Stockman	Director	February 27, 2017
<u>/s/ Robert B. Thomas</u> Robert B. Thomas	Director	February 27, 2017

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
4.1 (1)	Amended and Restated Certificate of Incorporation
4.2 (2)	Amended and Restated Bylaws
4.3 (3)	Amendment No. 1 to the Amended and Restated Bylaws
5.1	Opinion of DLA Piper LLP (US)
23.1	Consent of Independent Registered Public Accounting Firm
23.3	Consent of DLA Piper LLP (US) (filed as a part of Exhibit 5.1)
24.1	Power of Attorney (contained on signature page)
99.1 (4)	REVA Medical, Inc. 2010 Equity Incentive Plan (As Amended and Restated)

  

(1)	Incorporated by reference to Exhibit 3.3 to the Registrant's registration statement on Form S-1/A filed on October 22, 2010.
(2)	Incorporated by reference to Exhibit 3.5 to the Registrant's registration statement on Form S-1/A filed on October 22, 2010.
(3)	Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on September 12, 2014.
(4)	Incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 2, 2014.

DLA Piper LLP (US)  
4365 Executive Drive, Suite 1100  
San Diego, California 92121-2133  
T: (858) 677-1400  
F: (858) 677-1401  
www.dlapiper.com

February 27, 2017

REVA Medical, Inc.  
5751 Copley Drive  
San Diego, CA 92111

Ladies and Gentlemen:

We have acted as legal counsel for REVA Medical, Inc., a Delaware corporation (the “Company”), in connection with a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of an aggregate of 1,285,544 shares of common stock, \$0.0001 par value, of the Company (the “Common Stock”) which may be granted under the REVA Medical, Inc. 2010 Equity Incentive Plan, as amended (the “2010 Plan”). The shares of Common Stock referred to in the foregoing sentence shall be collectively referred to herein as the “Shares.”

In connection herewith, we have examined and relied without independent investigation as to matters of fact upon such certificates of public officials, such statements and certificates of officers of the Company and originals or copies certified to our satisfaction of the Registration Statement, the 2010 Plan, the Amended and Restated Certificate of Incorporation of the Company, and the Amended and Restated Bylaws of the Company as currently in effect and minutes of all pertinent meetings and actions of the Board of Directors of the Company.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and that the offer and sale of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the 2010 Plan. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of common stock as were approved by the Company’s stockholders for issuance under the 2010 Plan. We have also assumed that it will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved common stock, solely for the purpose of enabling it to issue the Shares in accordance with the 2010 Plan, as applicable, the number of Shares which are then issuable and deliverable upon the settlement of awards under the 2010 Plan.

We do not express any opinion herein concerning any law other than the laws of the State of California, Delaware General Corporation Law and the federal law of the United States. As to matters of Delaware General Corporation Law, we have based our opinion solely upon examination of such laws and the rules and regulations of the authorities administering such laws, all as reported in standard unofficial compilations. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us and as of such date. In addition, in rendering this opinion, we assume no obligation to revise, update or supplement this opinion (i) should the present aforementioned laws be changed by legislative action, judicial decision or otherwise, or (ii) to reflect any facts or circumstances which may hereafter come to our attention.

Based upon, subject to and limited by the foregoing, we are of the opinion and so advise you that the issuance of the Shares has been duly authorized and, when issued, delivered and fully paid for in accordance with the terms of the Registration Statement and the 2010 Plan, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

DLA PIPER LLP (US)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 27, 2017, with respect to the consolidated financial statements and internal control over financial reporting of REVA Medical, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2016, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

/s/ GRANT THORNTON LLP

San Diego, California  
February 27, 2017