

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

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

SI-BONE, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

26-2216351
(I.R.S. Employer
Identification No.)

471 El Camino Real, Suite 101
Santa Clara, California 95050
(408) 207-0700
(Address of principal executive offices) (Zip code)

SI-BONE, Inc. 2008 Stock Plan
SI-BONE, Inc. 2018 Equity Incentive Plan
SI-BONE, Inc. 2018 Employee Stock Purchase Plan
(Full titles of the plans)

Laura A. Francis
Chief Financial Officer
SI-BONE, Inc.
471 El Camino Real, Suite 101
Santa Clara, California 95050
(408) 207-0700

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

Copies to:

Matthew B. Hemington
John T. McKenna
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000

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
Non-accelerated filer

Accelerated filer
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.

CALCULATION OF REGISTRATION FEE

Title 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
Common Stock, par value \$0.0001 per share				
- 2018 Equity Incentive Plan	2,576,538 (2)(3)	\$15.00 (8)	\$38,648,070	\$4,685

– 2018 Employee Stock Purchase Plan	515,307 (4)(5)	\$12.75 (9)	\$6,570,165	\$797
– 2008 Stock Plan	2,639,801 (6)	\$4.12 (10)	\$10,875,981	\$1,319
– Non-Plan Restricted Stock Units	37,036 (7)	\$15.00 (8)	\$555,540	\$68
Total	5,768,682		\$56,649,756	\$6,869

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.
- (2) Represents shares reserved for future issuance pursuant to stock options and restricted stock unit awards under the Registrant’s 2018 Equity Incentive Plan (the “**2018 Plan**”).
- (3) The number of shares reserved for issuance under the 2018 Plan will automatically increase on January 1st each year, starting on January 1, 2019 and continuing through January 1, 2028, by the lesser of (a) five percent (5%) of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the immediately preceding calendar year and (b) a number determined by the Registrant’s board of directors.
- (4) Represents shares of common stock reserved for future issuance under the Registrant’s 2018 Employee Stock Purchase Plan (the “**2018 ESPP**”).
- (5) The number of shares reserved for issuance under the 2018 ESPP will automatically increase on January 1st each year, starting on January 1, 2019 and continuing through January 1, 2028, by the lesser of (a) one percent (1%) of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, (b) 555,555 shares of common stock and (c) a number determined by the Registrant’s board of directors.
- (6) Represents shares of common stock issuable upon exercise of stock options outstanding under the Registrant’s 2008 Stock Plan (the “**2008 Plan**”) as of the date of this Registration Statement.
- (7) Represents shares of common stock reserved for future issuance pursuant to currently outstanding restricted stock unit awards granted outside of the Registrant’s stockholder-approved plans.
- (8) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$15.00 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-227445) declared effective on October 16, 2018.
- (9) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$15.00 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-227445) declared effective on October 16, 2018 multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2018 ESPP.
- (10) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted-average exercise price for outstanding options granted pursuant to the 2008 Plan.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by SI-BONE, Inc. (the “*Registrant*”) with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

(a) The Registrant’s prospectus filed on October 18, 2018 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1 (File Nos. 333-227445 and 333-227867), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed.

(b) The Registrant’s Current Report on Form 8-K filed on October 19, 2018 (File No. 001-38701).

(c) The description of the Registrant’s Common Stock which is contained in a registration statement on Form 8-A filed on October 11, 2018 (File No. 001-38701) under the Exchange Act of 1934, as amended (the “*Exchange Act*”), including any amendment or report filed for the purpose of updating such description.

(d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

See the description of the Registrant’s common stock contained in the Registration Statement on Form S-1 (File No. 333-227445).

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation and the Registrant’s amended and restated bylaws each provide that the Registrant will indemnify its directors and executive officers to the maximum extent permitted by the Delaware General Corporation Law, and permit indemnification of its other officers, employees and other agents.

The Registrant has entered into indemnification agreements with its directors, executive officers and certain other employees, whereby it has agreed to indemnify its directors, executive officers and such other employees to the fullest extent permitted by law, including indemnification against expenses incurred in legal proceedings to which the director, executive officer or employee was, or is threatened to be made, a party by reason of the fact that such director, executive officer or employee is or was a director, executive officer, employee or agent of the Registrant. At present, there is no pending litigation or proceeding involving a director, executive officer or employee of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference</u>			<u>Filing Date</u>
		<u>Schedule Form</u>	<u>File Number</u>	<u>Exhibit</u>	
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-38701	3.1	October 19, 2018
4.2	Amended and Restated Bylaws of the Registrant.	S-1	333-227445	3.4	October 5, 2018
4.3	Form of Registrant's Common Stock Certificate.	S-1	333-227445	4.1	October 5, 2018
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	2008 Stock Plan and forms of agreements thereunder.	S-1	333-227445	10.2	October 5, 2018
99.3	2018 Equity Incentive Plan.	S-1	333-227445	10.3	October 5, 2018
99.4	Forms of Stock Option Grant Notice, Option Agreement and Notice of Exercise under the 2018 Equity Incentive Plan.	S-1	333-227445	10.4	October 5, 2018
99.5	Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2018 Equity Incentive Plan.	S-1	333-227445	10.5	October 5, 2018
99.6	2018 Employee Stock Purchase Plan.	S-1	333-227445	10.6	October 5, 2018
99.7	Form of Restricted Stock Unit Grant Notice and Award Agreement.	S-1	333-227445	10.30	September 20, 2018

* Filed herewith

ITEM 9. UNDERTAKINGS

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Santa Clara, State of California, on this 19th day of October, 2018.

SI-BONE, INC.

By: /S/ JEFFREY W. DUNN
Jeffrey W. Dunn
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey W. Dunn, Laura A. Francis, and Michael A. Pisetsky, each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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/ JEFFREY W. DUNN</u> Jeffrey W. Dunn	President, Chief Executive Officer (<i>Principal Executive Officer</i>), and Chairman	October 19, 2018
<u>/S/ LAURA A. FRANCIS</u> Laura A. Francis	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	October 19, 2018
<u>/S/ DAVID P. BONITA, M.D.</u> David P. Bonita, M.D.	Director	October 19, 2018
<u>/S/ TIMOTHY E. DAVIS, JR.</u> Timothy E. Davis, Jr.	Director	October 19, 2018
<u>/S/ JOHN G. FREUND, M.D.</u> John G. Freund, M.D.	Director	October 19, 2018
<u>/S/ GREGORY K. HINCKLEY</u> Gregory K. Hinckley	Director	October 19, 2018
<u>/S/ KAREN A. LICITRA</u> Karen A. Licitra	Director	October 19, 2018
<u>/S/ MARK A. REILEY, M.D.</u> Mark A. Reiley, M.D.	Director	October 19, 2018
<u>/S/ TIMOTHY B. PETERSEN</u> Timothy B. Petersen	Director	October 19, 2018
<u>/S/ KEITH C. VALENTINE</u> Keith C. Valentine	Director	October 19, 2018

Matthew B. Hemington
+1 650 843 5062
hemingtonmb@cooley.com

October 19, 2018

SI-BONE, Inc.
471 El Camino Real, Suite 101
Santa Clara, CA 95050

Ladies and Gentlemen:

We have acted as counsel to SI-BONE, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to (a) 2,639,801 shares of common stock, par value \$0.0001 per share, (the "**2008 EIP Shares**") issuable pursuant to the Company's 2008 Stock Plan, as amended, (the "**2008 EIP**") (b) 2,576,538 shares of common stock, par value \$0.0001 per share (the "**2018 EIP Shares**") issuable pursuant to the Company's 2018 Equity Incentive Plan (the "**2018 EIP**") (c) 515,307 shares of common stock, par value \$0.0001 per share (the "**2018 ESPP Shares**") issuable pursuant to the Company's 2018 Employee Stock Purchase Plan (the "**2018 ESPP**", together with the Company's 2008 EIP and 2018 EIP, the "**Plans**") and (d) 37,036 shares of common stock par value \$0.0001 per share reserved for future issuance pursuant to currently outstanding restricted stock units granted outside of the Registrant's stockholder-approved plans (the "**Non-Plan RSUs**", together with the 2008 EIP Shares, the 2018 EIP Shares and the 2018 ESPP Shares the "**Shares**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, the Plans, and (c) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
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SI-BONE, Inc.
October 19, 2018
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Matthew B. Hemington
Matthew B. Hemington

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of SI-BONE, Inc. of our report dated July 31, 2018, except for the effects of the reverse stock split discussed in Note 2 to the consolidated financial statements, as to which the date is October 5, 2018, relating to the financial statements, which appears in SI-BONE, Inc.'s Amendment No. 1 to Registration Statement on Form S-1 (No. 333-227445).

/s/ PricewaterhouseCoopers LLP

San Jose, California
October 19, 2018