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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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

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**Surmodics, Inc.**

(Exact name of Registrant as specified in its charter)

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

**41-1356149**  
(I.R.S. Employer  
Identification No.)

**9924 West 74th Street  
Eden Prairie, Minnesota 55344**  
(Address of principal executive offices) (Zip Code)

**Surmodics, Inc. 2019 Equity Incentive Plan**  
(Full title of the plan)

**Bryan K. Phillips**  
Vice President, General Counsel and Secretary  
**9924 West 74th Street  
Eden Prairie, Minnesota 55344  
(952) 829-2700**  
(Name, address and telephone number  
including area code, of agent for service)

*Copy to:*  
**Nicole J. Leimer**  
Faegre Baker Daniels LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402-3901  
(612) 766-7000

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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   
Emerging growth company   
Smaller reporting 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.

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, \$0.05 par value	1,100,000 shares	\$42.09	\$46,299,000	\$5,611.44

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement will also cover any additional shares of common stock, par value \$.05 ("Common Stock") of Surmodics, Inc. (the "Company") that become issuable under the Surmodics, Inc. 2019 Equity Incentive Plan (the "Plan") by reason of any stock dividend, stock split, reorganization or other similar transaction effected without the Company's receipt of consideration that results in an increase in the number of outstanding shares of the Common Stock.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(h)(1) and 457(c) under the Securities Act based on the average of the high and low sale prices per share of the Company's Common Stock as quoted on the Nasdaq Global Select Market on April 26, 2019.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information required by Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act. Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) The Company's Annual Report on [Form 10-K](#) for the fiscal year ended September 30, 2018, filed with the Commission on November 30, 2018;
- (b) The Company's Quarterly Reports on Form 10-Q for the quarterly periods ended [December 31, 2018](#), and [March 31, 2019](#);
- (c) The Company's Current Reports on Form 8-K filed on [February 19, 2019](#), [March 18, 2019](#), and [April 17, 2019](#); and
- (d) The description of the Company's common stock in the Company's [Form 8-A](#) filed with the Commission on February 25, 1998, or in any report, including any amendment, filed under the Exchange Act for the purpose of updating such description.

All other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered hereunder have been sold or which 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. In this registration statement, the Company refers to these documents, and the documents enumerated above, as the "incorporated documents."

Any statement contained in an incorporated document will be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed incorporated document 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.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Company is subject to Minnesota Statutes Chapter 302A, the Minnesota Business Corporation Act (the “Corporation Act”). Section 302A.521 of the Corporation Act provides in substance that, unless prohibited by its articles of incorporation or bylaws, a corporation must indemnify an officer or director who is made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys’ fees and disbursements, incurred by such person in connection with the proceeding, if certain criteria are met. These criteria, all of which must be met by the person seeking indemnification, are (a) that such person has not been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys’ fees and disbursements, incurred by the person in connection with the proceeding with respect to the same acts or omissions; (b) that such person must have acted in good faith; (c) that no improper personal benefit was obtained by such person and such person satisfied certain statutory conflicts of interest provisions, if applicable; (d) that in the case of a criminal proceeding, such person had no reasonable cause to believe that the conduct was unlawful; and (e) that, in the case of acts or omissions occurring in such person’s performance in an official capacity, such person must have acted in a manner such person reasonably believed was in the best interests of the corporation or, in certain limited circumstances, not opposed to the best interests of the corporation. In addition, Section 302A.521, subd. 3 requires payment by the Company, upon written request, of reasonable expenses in advance of final disposition in certain instances. A decision as to required indemnification is made by a majority of the disinterested board of directors present at a meeting at which a disinterested quorum is present, or by a designated committee of disinterested directors, by special legal counsel, by the disinterested shareholders, or by a court. The Company’s articles of incorporation or bylaws impose no limitations on the applicability of Section 302A.521 of the Corporation Act.

The Company also maintains a director and officer insurance policy to cover the Company, its directors and its officers against certain liabilities.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See the Exhibit Index preceding the signature page.

**Item 9. Undertakings.**

(a) The Company hereby undertakes:

(1) 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 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and

(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)(l)(i) and (a)(l)(ii) of this section 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 Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) 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 therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) 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.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the 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 Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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.

## INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
4.1	<a href="#">Amended and Restated Articles of Incorporation</a>	(1)
4.2	<a href="#">Amended and Restated Bylaws</a>	(2)
4.3	<a href="#">Surmodics, Inc. 2019 Equity Incentive Plan</a>	(3)
5	<a href="#">Opinion of Faegre Baker Daniels LLP</a>	Filed electronically herewith
23.1	<a href="#">Consent of Faegre Baker Daniels LLP</a>	(4)
23.2	<a href="#">Consent of Deloitte &amp; Touche LLP</a>	Filed electronically herewith
24	<a href="#">Powers of Attorney</a>	Filed electronically herewith

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- (1) Incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q filed on July 29, 2016.
  - (2) Incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed on December 23, 2015.
  - (3) Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on December 21, 2018.
  - (4) Included in, and incorporated by reference to, Exhibit 5 hereto.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Eden Prairie, State of Minnesota, on May 3, 2019.

### SURMODICS, INC.

By /s/ Gary R. Maharaj  
Gary R. Maharaj  
President and Chief Executive Officer

## POWERS OF ATTORNEY

Each of the undersigned hereby appoints Gary R. Maharaj and Timothy J. Arens, and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act any and all amendments and exhibits to this registration statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons, representing a majority of the Board of Directors, in the capacities indicated on May 3, 2019.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gary R. Maharaj</u> Gary R. Maharaj	President and Chief Executive Officer (principal executive officer) and Director	May 3, 2019
<u>/s/ Timothy J. Arens</u> Timothy J. Arens	Vice President, Finance and Chief Financial Officer (principal financial officer)	May 3, 2019
<u>/s/ John D. Manders</u> John D. Manders	Corporate Controller (principal accounting officer)	May 3, 2019
<u>/s/ Susan E. Knight</u> Susan E. Knight	Chair of the Board of Directors	May 3, 2019
<u>/s/ José H. Bedoya</u> José H. Bedoya	Director	May 3, 2019
<u>/s/ David R. Dantzker, M.D.</u> David R. Dantzker, M.D.	Director	May 3, 2019
<u>/s/ Lisa Wipperman Heine</u> Lisa Wipperman Heine	Director	May 3, 2019
<u>/s/ Ronald B. Kalich</u> Ronald B. Kalich	Director	May 3, 2019
<u>/s/ Shawn T McCormick</u> Shawn T McCormick	Director	May 3, 2019

May 3, 2019

Board of Directors  
Surmodics, Inc.  
9924 West 77th Street  
Eden Prairie, Minnesota 55344

Ladies and Gentlemen:

We have acted as counsel to Surmodics, Inc., a Minnesota corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of up to 1,100,000 shares of common stock, par value \$0.05 per share (the "Shares"), of the Company, to be issued by the Company pursuant to the Surmodics, Inc. 2019 Equity Incentive Plan (the "Plan").

For purposes of this opinion letter, we have examined the Registration Statement, the Plan, the Amended and Restated Articles of Incorporation of the Company, as currently in effect, the Amended and Restated Bylaws of the Company, as currently in effect, and the resolutions of the Company's board of directors authorizing the issuance of the Shares. We have also examined originals, or duplicates or certified or conformed copies, of such corporate records and other records, agreements, instruments and documents as we have deemed necessary as a basis for the opinions hereinafter expressed, and have reviewed such matters of law as we have deemed relevant hereto. As to questions of fact material to this opinion, we have relied upon certificates, statements or representations of public officials and of officers and other representatives of the Company, without any independent verification thereof.

In rendering the opinions set forth below, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us. We have also assumed that the Company's board of directors, or a duly authorized committee thereof, will have approved the issuance of each award under the Plan prior to the issuance thereof.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the Plan and that, when (a) issued and sold as contemplated in the Registration Statement and in accordance with the Plan and the terms of the applicable awards granted under the Plan, and (b) where applicable, the consideration for the Shares specified in the Plan and the terms of any awards granted under the Plan has been received by the Company, the Shares will be validly issued, fully paid and nonassessable under the current laws of the State of Minnesota.

We are admitted to the practice of law in the State of Minnesota and the foregoing opinions are limited to the laws of that state.

This opinion speaks only as of the date the Registration Statement becomes effective under the Securities Act, and we assume no obligation to revise or supplement this opinion thereafter. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We consent to the filing of this opinion as an exhibit to the 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 Commission thereunder.

Very truly yours,  
FAEGRE BAKER DANIELS LLP

By: \_\_\_\_\_ /s/ Nicole J. Leimer  
Nicole J. Leimer



**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 November 30, 2018, relating to the consolidated financial statements and financial statement schedule of Surmodics, Inc. and subsidiaries and the effectiveness of Surmodics, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of Surmodics Inc. for the year ended September 30, 2018.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota  
May 3, 2019