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

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

ARTIVION, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-13165
(Commission File Number)

59-2417093
(IRS Employer
Identification No.)

**1655 Roberts Boulevard, N.W.
Kennesaw, Georgia 30144**
(Address of principal executive office) (zip code)
ARTIVION, INC.

AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

J. Patrick Mackin
Chairman, President, and Chief Executive Officer
Artivion, Inc.

1655 Roberts Boulevard, N.W.
Kennesaw, Georgia 30144
(Name and address of agent for service)

(312) 750-1234
(Telephone number, including area code, of agent for service)

Copies to:

Jean F. Holloway
**General Counsel, Chief Compliance
Officer, and Corporate Secretary**
Artivion, Inc.
1655 Roberts Boulevard, NW
Kennesaw, Georgia 30144
Tel: (770) 419-3355

Andrew M. Nick
Fredrikson & Byron, P.A.
200 S. Sixth Street, Suite 4000
Minneapolis, Minnesota 55402
Tel: (612) 492-7000

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 Each Class 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, par value \$0.01 per share	1,000,000	\$16.91	\$16,910,000.00	\$1,567.56

- (1) This Registration Statement registers 1,000,000 shares of common stock, par value \$0.01 per share (the “Common Stock”), of Artivion, Inc. (the “Company”) that are reserved for issuance pursuant to the Artivion, Inc. Amended and Restated Employee Stock Purchase Plan (the “Plan”).

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of the Company’s Common Stock that may become issuable under the Plan by reason of any substitutions or adjustments to shares to account for any change in corporate capitalization, such as a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off, or other distribution of stock or property of the Company, combination, or exchange of shares of Common Stock, dividend in kind, or other like change in capital structure.

- (2) Pursuant to Rules 457(c) and 457(h) of the Securities Act, the Proposed Maximum Offering Price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low market prices for the Common Stock reported on the New York Stock Exchange on May 16, 2022 (\$16.91).

EXPLANATORY NOTE

The Company previously registered an aggregate of 1,900,000 shares of its Common Stock for issuance under the Plan by a registration statement on Form S-8 (File No. 333-167065) filed with the Securities and Exchange Commission (the “SEC”) on May 25, 2010 (the “Prior Registration Statement”). On March 29, 2022, the Company’s Board of Directors increased the authorized number of shares under the Plan from 1,900,000 to 2,900,000, which the Company’s stockholders approved on May 18, 2022. This Registration Statement is being filed pursuant to General Instruction E to Form S-8 to register such additional 1,000,000 shares of Common Stock which may be issued under the Plan.

The contents of the Prior Registration Statement are incorporated by reference into this Registration Statement in accordance with General Instruction E to Form S-8 to the extent not modified or superseded by the information included herein or by any subsequently filed document that is incorporated by reference in this Registration Statement or the Prior Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8 **Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Fredrikson & Byron, P.A., filed herewith
23.1	Consent of Fredrikson & Byron, P.A. (included in Exhibit 5.1)
23.2	Consent of Ernst and Young LLP, filed herewith
24.1	Power of Attorney (included in the signature pages hereto)
99.1	Artivion, Inc. Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 20, 2022)
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, 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 Kennesaw, State of Georgia, on May 23, 2022.

ARTIVION, INC.

By: /s/ D. Ashley Lee _____
Name: D. Ashley Lee
Title: Executive Vice President and
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints J. Patrick Mackin and D. Ashley Lee, and each acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of resubstitution and substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this Registration Statement 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 full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in and about the premises, 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, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in their respective capacities with Artivion, Inc. and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. Patrick Mackin</u> J. Patrick Mackin	Chairman of the Board, Chief Executive Officer, President, and Director (Principal Executive Officer)	May 23, 2022
<u>/s/ D. Ashley Lee</u> D. Ashley Lee	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 23, 2022
<u>/s/ Amy D. Horton</u> Amy D. Horton	Vice President, Chief Accounting Officer (Principal Accounting Officer)	May 23, 2022
<u>/s/ Thomas F. Ackerman</u> Thomas F. Ackerman	Director	May 23, 2022
<u>/s/ Daniel J. Bevevino</u> Daniel J. Bevevino	Director	May 23, 2022
<u>/s/ Marna P. Borgstrom</u> Marna P. Borgstrom	Director	May 23, 2022
<u>/s/ James W. Bullock</u> James W. Bullock	Director	May 23, 2022
<u>/s/ Jeffrey H. Burbank</u> Jeffrey H. Burbank	Director	May 23, 2022
<u>/s/ Jon W. Salveson</u> Jon W. Salveson	Director	May 23, 2022
<u>/s/ Anthony B. Semedo</u> Anthony B. Semedo	Director	May 23, 2022

OPINION OF FREDRIKSON & BYRON, P.A.

FREDRIKSON & BYRON, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, Minnesota 55402
Telephone: (612) 492-7000
Facsimile: (612) 492-7077

May 23, 2022

Artivion, Inc.
1655 Roberts Boulevard, N.W.
Kennesaw, Georgia 30144

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as corporate counsel to Artivion, Inc. (the “**Company**”) in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), to register 1,000,000 additional shares (plus any additional shares as described in footnote (1) to the Calculation of Registration Fee table) of Common Stock, par value \$0.01, of the Company, which we have been advised by the Company may be issued from time to time pursuant to the Artivion, Inc. Amended and Restated Employee Stock Purchase Plan (the “**Plan**”). All such shares of Common Stock to be issued pursuant to the Plan are referred to herein as the “**Shares**.”

In acting as such counsel and for the purpose of rendering this opinion, we have reviewed copies of the following, as presented, and represented as being such, to us by the Company: (i) the Company’s Certificate of Incorporation, as amended; (ii) the Company’s Amended and Restated Bylaws; (iii) certain corporate resolutions adopted by the Board of Directors and stockholders of the Company pertaining to approval of the Plan; (iv) the Plan; and (v) the Registration Statement. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original of all documents submitted to us as copies thereof.

Based on, and subject to, the foregoing and upon representations and information provided by the Company or its officers or directors or by public officials or their staffs, it is our opinion as of this date that, upon issuance and delivery of the Shares against receipt by the Company of the consideration for the Shares pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable. This opinion is limited to the Delaware General Corporation Law.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such 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 of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

Fredrikson & Byron, P.A.

By: /s/ Andrew M. Nick

Andrew M. Nick
Vice President

Calculation of Filing Fee Tables

FORM S-8
(Form Type)ARTIVION, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	(2)	1,000,000	\$16.91	\$16,910,000.00	0.0000927	\$1,567.56
	Total Offering Amounts						\$1,567.56
	Total Fee Offsets						-
	Net Fee Due						\$1,567.56

- (1) The Registration Statement registers 1,000,000 shares of common stock, par value \$0.01 per share (the “Common Stock”), of Artivion, Inc. (the “Company”) that are reserved for issuance pursuant to the Artivion, Inc. Amended and Restated Employee Stock Purchase Plan (the “Plan”).

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of the Company’s Common Stock that may become issuable under the Plan by reason of any substitutions or adjustments to shares to account for any change in corporate capitalization, such as a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off, or other distribution of stock or property of the Company, combination, or exchange of shares of Common Stock, dividend in kind, or other like change in capital structure.

- (2) Pursuant to Rules 457(c) and 457(h) of the Securities Act, the Proposed Maximum Offering Price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low market prices for the Common Stock reported on the New York Stock Exchange on May 16, 2022 (\$16.91).
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We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Employee Stock Purchase Plan of Artivion, Inc. of our reports dated February 22, 2022, with respect to the consolidated financial statements of Artivion, Inc. and the effectiveness of internal control over financial reporting of Artivion, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
May 23, 2022
