

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

Amendment No. 6  
to  
**Form S-4**  
REGISTRATION STATEMENT  
UNDER  
**THE SECURITIES ACT OF 1933**

**MEDTECH ACQUISITION CORPORATION**

(Exact name of registrant as specified in its charter)

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

**6770**  
(Primary Standard Industrial  
Classification Code Number)

**85-3009869**  
(I.R.S. Employer  
Identification Number)

**48 Maple Avenue  
Greenwich, CT 06830  
Telephone: (908) 391-1288**  
(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

**Christopher C. Dewey  
Chief Executive Officer  
48 Maple Avenue  
Greenwich, CT 06830  
(908) 391-1288**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Kevin M. Shuler, Esq.  
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10265 Science Center Dr.  
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**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after the effective date of this registration statement and the satisfaction or waiver of all other conditions under the Merger Agreement described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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:

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 | <input type="checkbox"/>            | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input checked="" type="checkbox"/> |

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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)   
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

#### **EXPLANATORY NOTE**

MedTech Acquisition Corporation is filing this Amendment No. 6 to its registration statement on Form S-4 (File No. 333-269138) (the "Registration Statement") as an exhibits-only filing. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 21 of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits. The remainder of the Registration Statement is unchanged and has therefore been omitted.

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**PART II**  
**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 21. Exhibits and Financial Statements Schedules**

| Exhibit | Description  | Incorporated by Reference |             |          |                   |
|---------|--|---------------------------|-------------|----------|-------------------|
|         |  | Schedule/<br>Form         | File Number | Exhibits | Filing Date       |
| 2.1#    | <a href="#"><u>Agreement and Plan of Merger, dated as of November 11, 2022, by and among MedTech Acquisition Corporation, MTAC Merger Sub, Inc., and TriSalus Life Sciences, Inc. (included as Annex A-1 to this proxy statement/prospectus).</u></a>                | Form 8-K                  | 001-39813   | 2.1      | November 14, 2022 |
| 2.2     | <a href="#"><u>First Amendment to Agreement and Plan of Merger, dated as of April 4, 2023, by and among MedTech Acquisition Corporation, MTAC Merger Sub, Inc., and TriSalus Life Sciences, Inc. (included as Annex A-2 to this proxy statement/prospectus).</u></a> | Form 8-K                  | 001-39813   | 10.1     | April 5, 2023     |
| 2.3     | <a href="#"><u>Second Amendment to Agreement and Plan of Merger, dated as of May 13, 2023, by and among MedTech Acquisition Corporation, MTAC Merger Sub, Inc., and TriSalus Life Sciences, Inc. (included as Annex A-3 to this proxy statement/prospectus).</u></a> | Form 8-K                  | 001-39813   | 10.1     | May 13, 2023      |
| 2.4     | <a href="#"><u>Third Amendment to Agreement and Plan of Merger, dated as of July 5, 2023, by and among MedTech Acquisition Corporation, MTAC Merger Sub, Inc., and TriSalus Life Sciences, Inc. (included as Annex A-4 to this proxy statement/prospectus).</u></a>  | Form 8-K                  | 001-39813   | 10.1     | July 6, 2023      |
| 3.1     | <a href="#"><u>Amended and Restated Certificate of Incorporation of MTAC.</u></a>  | Form 8-K                  | 001-39813   | 3.1      | December 23, 2020 |
| 3.2     | <a href="#"><u>Bylaws of MTAC.</u></a>   | Form S-1                  | 333-251037  | 3.3      | November 30, 2020 |
| 3.3     | <a href="#"><u>Second Amended and Restated Certificate of Incorporation of Combined Company (included as Annex B to this proxy statement/prospectus).</u></a>  |                           |             |          |                   |

| Exhibit | Description   | Incorporated by Reference |             |          |                   |
|---------|---|---------------------------|-------------|----------|-------------------|
|         |   | Schedule/<br>Form         | File Number | Exhibits | Filing Date       |
| 3.4     | <a href="#">Amended and Restated Bylaws of Combined Company (included as Annex C to this proxy statement/prospectus).</a>   |                           |             |          |                   |
| 3.5     | <a href="#">Amendment to Amended and Restated Certificate of Incorporation of MTAC.</a>   | Form 8-K                  | 001-39813   | 3.1      | December 19, 2022 |
| 3.6     | <a href="#">Form of Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock of TriSalus Life Sciences, Inc. (included as Annex G to this proxy statement/prospectus).</a>           |                           |             |          |                   |
| 3.7     | <a href="#">Second Amendment to Amended and Restated Certificate of Incorporation.</a>  | Form 8-K                  | 001-39813   | 3.1      | June 15, 2023     |
| 4.1     | <a href="#">Specimen Unit Certificate of MTAC.</a>  | Form S-1/A                | 333-251037  | 4.1      | December 9, 2020  |
| 4.2     | <a href="#">Specimen Class A Common Stock Certificate of MTAC.</a>  | Form S-1/A                | 333-251037  | 4.2      | December 9, 2020  |
| 4.3     | <a href="#">Specimen Warrant Certificate of MTAC (included in Exhibit 4.4).</a>   | Form S-1/A                | 333-251037  | 4.3      | December 9, 2020  |
| 4.4     | <a href="#">Warrant Agreement, dated December 17, 2020, by and between MTAC and Continental Stock Transfer &amp; Trust Company.</a>   | Form 8-K                  | 001-39813   | 4.1      | December 23, 2020 |
| 5.1     | <a href="#">Opinion of Foley &amp; Lardner LLP regarding the validity of the securities.</a>  | Form S-4/A                | 333-269138  | 5.1      | July 6, 2023      |
| 10.1    | <a href="#">Form of Amended and Restated Registration Rights Agreement, by and among TriSalus Life Sciences, Inc., MedTech Acquisition Sponsor LLC, and certain former stockholders of TriSalus Life Sciences, Inc.</a> | Form 8-K                  | 001-39813   | 10.1     | November 14, 2022 |
| 10.2    | <a href="#">Form of Lock-up Agreement, by and among certain stockholders of TriSalus Life Sciences, Inc. and MedTech Acquisition Corporation.</a>   | Form 8-K                  | 001-39813   | 10.2     | November 14, 2022 |

| Exhibit | Description  | Incorporated by Reference |             |          |                   |
|---------|--|---------------------------|-------------|----------|-------------------|
|         |  | Schedule/<br>Form         | File Number | Exhibits | Filing Date       |
| 10.3#   | <a href="#">Sponsor Support Agreement, dated as of November 11, 2022, by and among MedTech Acquisition Corporation, TriSalus Life Sciences, Inc., and MedTech Acquisition Sponsor LLC.</a>     | Form 8-K                  | 001-39813   | 10.3     | November 14, 2022 |
| 10.4    | <a href="#">Form of Stockholder Support Agreement, by and among MedTech Acquisition Corporation, TriSalus Life Sciences, Inc. and certain stockholders of TriSalus Life Sciences, Inc.</a>     | Form 8-K                  | 001-39813   | 10.4     | November 14, 2022 |
| 10.5    | <a href="#">Amendment to Underwriting Agreement, dated as of November 11, 2022, by and between MedTech Acquisition Corporation and Raymond James &amp; Associates, Inc.</a>                    | Form 8-K                  | 001-39813   | 10.5     | November 14, 2022 |
| 10.6    | <a href="#">Term Sheet, dated as of November 11, 2022, by and among MedTech Acquisition Corporation, TriSalus Life Science, Inc. and Magnetar Capital LLC.</a>                                 | Form 8-K                  | 001-39813   | 10.6     | November 14, 2022 |
| 10.7*   | <a href="#">TriSalus Life Sciences, Inc. 2023 Equity Incentive Plan (included as Annex D to this proxy statement/prospectus).</a>  |                           |             |          |                   |
| 10.8*   | <a href="#">TriSalus Life Sciences, Inc. 2023 Employee Stock Purchase Plan (included as Annex E to this proxy statement/prospectus).</a>   |                           |             |          |                   |
| 10.9    | <a href="#">Letter Agreement, dated December 17, 2020, by and among MedTech Acquisition Corporation, its officers and directors and MedTech Acquisition Sponsor LLC.</a>                       | Form 8-K                  | 001-39813   | 10.1     | December 23, 2020 |
| 10.10   | <a href="#">Investment Management Trust Agreement, dated December 17, 2020, by and between MedTech Acquisition Corporation and Continental Stock Transfer &amp; Trust Company, as trustee.</a> | Form 8-K                  | 001-39813   | 10.2     | December 23, 2020 |
| 10.11   | <a href="#">Promissory Note issued to MedTech Acquisition Sponsor LLC, dated December 16, 2022.</a>  | Form 8-K                  | 001-39813   | 10.1     | December 19, 2022 |

| Exhibit  | Description  | Incorporated by Reference |             |          |                   |
|----------|--|---------------------------|-------------|----------|-------------------|
|          |  | Schedule/<br>Form         | File Number | Exhibits | Filing Date       |
| 10.12    | <a href="#">Promissory Note issued to MedTech Acquisition Sponsor LLC, dated December 16, 2022.</a>  | Form 8-K                  | 001-39813   | 10.2     | December 19, 2022 |
| 10.13### | <a href="#">Asset Purchase Agreement, dated as of July 31, 2020, by and between Dynavax Technologies Corporation and Surefire Medical Inc. d/b/a TriSalus Life Sciences.</a>                       | Form S-4/A                | 333-269138  | 10.13    | April 21, 2023    |
| 10.14*## | <a href="#">Amended and Restated Employment Agreement, dated November 11, 2022, by and between TriSalus Life Sciences, Inc. and Mary Szela.</a>  | Form S-4/A                | 333-269138  | 10.14    | April 21, 2023    |
| 10.15*## | <a href="#">Amended and Restated Employment Agreement, dated November 12, 2022, by and between TriSalus Life Sciences, Inc. and Steven C. Katz, MD.</a>  | Form S-4/A                | 333-269138  | 10.15    | April 21, 2023    |
| 10.16*## | <a href="#">Executive Employment Agreement, dated July 9, 2022, by and between TriSalus Life Sciences, Inc. and Sean Murphy.</a>   | Form S-4/A                | 333-269138  | 10.16    | April 21, 2023    |
| 10.17*## | <a href="#">Amended and Restated Executive Employment Agreement, dated October 11, 2022, by and between TriSalus Life Sciences, Inc. and Richard Marshak.</a>                                      | Form S-4/A                | 333-269138  | 10.17    | April 21, 2023    |
| 10.18*## | <a href="#">Executive Employment Agreement, dated November 11, 2022, by and between TriSalus Life Sciences, Inc. and Jennifer L. Stevens.</a>  | Form S-4/A                | 333-269138  | 10.18    | April 21, 2023    |
| 10.19*## | <a href="#">Executive Employment Agreement, dated November 4, 2022, by and between TriSalus Life Sciences, Inc. and Bryan F. Cox, Ph.D.</a>  | Form S-4/A                | 333-269138  | 10.19    | April 21, 2023    |
| 10.20##  | <a href="#">Strategic Collaboration Agreement, dated March 2, 2021, by and between Surefire Medical Inc. d/b/a TriSalus Life Sciences and The University of Texas M.D. Anderson Cancer Center.</a> | Form S-4/A                | 333-269138  | 10.20    | April 21, 2023    |

| Exhibit | Description   | Incorporated by Reference |             |          |               |
|---------|---|---------------------------|-------------|----------|---------------|
|         |   | Schedule/<br>Form         | File Number | Exhibits | Filing Date   |
| 10.21   | <a href="#">Amendment No. 1 to Term Sheet, dated as of March 4, 2023, by and among MedTech Acquisition Corporation, TriSalus Life Sciences, Inc. and Magnetar Capital LLC.</a>                        | Form 8-K                  | 001-39813   | 10.1     | March 8, 2023 |
| 10.22   | <a href="#">Form of Subscription Agreement (included as Annex F-1 to this proxy statement/ prospectus).</a>   | Form 8-K                  | 001-39813   | 10.1     | June 8, 2023  |
| 10.23   | <a href="#">Backstop Letter Agreement, dated as of June 7, 2023, by and between MedTech Acquisition Corporation and MedTech Acquisition Sponsor LLC.</a>  | Form 8-K                  | 001-39813   | 10.2     | June 8, 2023  |
| 10.24## | <a href="#">Distribution and Collaboration Agreement, dated May 7, 2019, between Hangzhou Ruizhen Therapeutics Co., Ltd. and Surefire Medical, Inc. d/b/a TriSalus Life Sciences.</a>                 | Form S-4/A                | 333-269138  | 10.24    | June 8, 2023  |
| 10.25#  | <a href="#">Office/Warehouse Lease, dated February 4, 2014 between Colorado Industrial Portfolio LLC and Surefire Medical, Inc., as amended</a>   | Form S-4/A                | 333-269138  | 10.25    | July 6, 2023  |
| 10.26   | <a href="#">Promissory Note issued to MedTech Acquisition Sponsor LLC, dated June 15, 2023.</a>   | Form 8-K                  | 001-39813   | 10.1     | June 15, 2023 |
| 10.27#  | <a href="#">Engagement Letter Agreement, dated March 7, 2023, by and among MedTech Acquisition Corporation, MedTech Acquisition Sponsor LLC, and Ceros Financial Services, Inc.</a>                   | Form S-4/A                | 333-269138  | 10.27    | July 6, 2023  |
| 10.28   | <a href="#">Amendment No. 1 to Engagement Letter Agreement, dated June 7, 2023, by and among MedTech Acquisition Corporation, MedTech Acquisition Sponsor LLC, and Ceros Financial Services, Inc.</a> | Form S-4/A                | 333-269138  | 10.28    | July 6, 2023  |
| 10.29   | <a href="#">Form of Subscription Agreement (included as Annex F-2 to this proxy statement/ prospectus).</a>   | Form 8-K                  | 001-39813   | 10.2     | July 6, 2023  |

| Exhibit | Description   | Incorporated by Reference |             |          |                 |
|---------|---|---------------------------|-------------|----------|-----------------|
|         |   | Schedule/<br>Form         | File Number | Exhibits | Filing Date     |
| 10.30   | <a href="#">Letter Agreement, dated as of July 4, 2023, by and between MedTech Acquisition Corporation and MedTech Acquisition Sponsor LLC.</a> | Form 8-K                  | 001-39813   | 10.3     | July 6, 2023    |
| 21.1    | <a href="#">List of Subsidiaries.</a>   | Form S-4                  | 333-269138  | 21.1     | January 6, 2023 |
| 23.1    | <a href="#">Consent of WithumSmith+Brown, PC, independent registered public accounting firm of MTAC.</a>  | Form S-4/A                | 333-269138  | 23.1     | July 6, 2023    |
| 23.2    | <a href="#">Consent of KPMG LLP, independent registered public accounting firm of TriSalus.</a>   | Form S-4/A                | 333-269138  | 23.2     | July 6, 2023    |
| 23.3    | <a href="#">Consent of Foley &amp; Lardner LLP (included in Exhibit 5.1)</a>  |                           |             |          |                 |
| 24.1    | <a href="#">Power of Attorney (included on the signature page to the initial filing of this registration statement).</a>                        | Form S-4                  | 333-269138  | 24.1     | January 6, 2023 |
| 99.1    | <a href="#">Consent of Mary Szela to be named as a director.</a>  | Form S-4                  | 333-269138  | 99.1     | January 6, 2023 |
| 99.2    | <a href="#">Consent of Sean Murphy to be named as a director.</a>   | Form S-4                  | 333-269138  | 99.2     | January 6, 2023 |
| 99.3    | <a href="#">Consent of Mats Wahlström to be named as a director.</a>  | Form S-4                  | 333-269138  | 99.3     | January 6, 2023 |
| 99.4    | <a href="#">Consent of Andrew von Eschenbach to be named as a director.</a>   | Form S-4/A                | 333-269138  | 99.4     | May 23, 2023    |
| 99.5    | <a href="#">Consent of George Kelly Martin to be named as a director.</a>   | Form S-4/A                | 333-269138  | 99.5     | May 23, 2023    |
| 99.6    | <a href="#">Consent of David J. Matlin to be named as a director.</a>   | Form S-4/A                | 333-269138  | 99.6     | May 23, 2023    |
| 99.7    | <a href="#">Consent of Arjun Desai to be named as a director.</a>   | Form S-4/A                | 333-269138  | 99.7     | May 23, 2023    |
| 99.8    | <a href="#">Consent of Anil Singhal to be named as a director.</a>  | Form S-4/A                | 333-269138  | 99.8     | May 23, 2023    |
| 99.9    | <a href="#">Consent of Kerry Hicks to be named as a director.</a>   | Form S-4/A                | 333-269138  | 99.9     | May 23, 2023    |
| 99.10   | <a href="#">Preliminary Proxy Card.</a>   | Form S-4/A                | 333-269138  | 99.10    | July 6, 2023    |
| 101.INS | Inline XBRL Instance Document.  |                           |             |          |                 |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document.   |                           |             |          |                 |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document.   |                           |             |          |                 |



| Exhibit | Description  | Incorporated by Reference |             |          |              |
|---------|--|---------------------------|-------------|----------|--------------|
|         |  | Schedule/<br>Form         | File Number | Exhibits | Filing Date  |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document.                             |                           |             |          |              |
| 101.LAB | Inline XBRL Taxonomy Extension Labels Linkbase Document.                                 |                           |             |          |              |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document.                           |                           |             |          |              |
| 104     | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |                           |             |          |              |
| 107     | <a href="#">Filing Fee Table.</a>  | Form S-4/A                | 333-269138  | 107      | May 23, 2023 |

\* Indicates management contract or compensatory plan or arrangement.

# Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request; provided, however, that MTAC may request confidential treatment pursuant to Rule 24b-2 of the Exchange Act, as amended, for any schedule or exhibit so furnished.

## Certain portions of this Exhibit have been omitted in accordance with Regulation S-K Item 601(b)(10) (iv) because they are not material and are the type of information that the Registrant treats as private or confidential. The Registrant agrees to furnish supplementally an unredacted copy of the Exhibit, or any section thereof, to the SEC upon request.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on the 11th day of July, 2023.

### MedTech Acquisition Corporation

By: /s/ Christopher C. Dewey

Name: Christopher C. Dewey  
Title: 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/ Christopher C. Dewey</u><br>Christopher C. Dewey | Chief Executive Officer and Director | July 11, 2023 |
| <u>/s/ David J. Matlin</u><br>David J. Matlin           | Chief Financial Officer and Director | July 11, 2023 |
| <u>/s/ *</u><br>Karim Karti                             | Chairman                             | July 11, 2023 |
| <u>/s/ *</u><br>Martin Roche, MD                        | Director                             | July 11, 2023 |
| <u>/s/ *</u><br>Thierry Thauré                          | Director                             | July 11, 2023 |
| <u>/s/ *</u><br>Manuel Agüero                           | Director                             | July 11, 2023 |
| <u>/s/ *</u><br>David L. Treadwell                      | Director                             | July 11, 2023 |

\*By /s/ Christopher C. Dewey

Christopher C. Dewey  
Attorney-in-fact