

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

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

TRISALUS LIFE SCIENCES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

85-3009869
(I.R.S Employer Identification No.)

6272 W. 91st Ave.
Westminster, Colorado
(Address of Principal Executive Offices)

80031
(Zip Code)

TriSalus Life Sciences, Inc. 2023 Equity Incentive Plan
TriSalus Life Sciences, Inc. 2023 Employee Stock Purchase Plan
(Full Title of the Plan)

Mary Szela
Chief Executive Officer
6272 W. 91st Ave.
Westminster, Colorado 80031
(Name and address of agent for service)

Tel: (303) 426 -1222
(Telephone number, including area code, of agent for service)

Copy to:

Matt Browne
Carlos Ramirez
Cooley LLP
10265 Science Center Drive
San Diego, California 92121
(858) 550-6000

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the registrant on Form S-8 relating to the same employee benefit plans is effective.

The registrant previously registered shares of its Common Stock for issuance under the registrant's 2023 Equity Incentive Plan (the "2023 EIP") and 2023 Employee Stock Purchase Plan (the "2023 ESPP") under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on [October 16, 2023](#) (File No. 333-275009). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the registrant with the Commission are hereby incorporated by reference in this registration statement (in each case excluding any information furnished and not filed according to applicable rules, such as information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K):

- (a) the registrant's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on [April 11, 2024](#);
- (b) the registrant's Current Reports on Form 8-K filed with the Commission on [January 25, 2024](#) and [March 12, 2024](#); and
- (c) the description of the Registrant's securities contained in the Registration Statement on Form 8-A filed with the Commission on [December 16, 2020](#), as updated by [Exhibit 4.4](#) to the Registrant's Current Report on Form 8-K filed with the Commission on August 16, 2023, as well as any additional amendments or reports filed with the Commission for the purpose of updating the description.

All reports and other documents filed by the registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than current reports furnished under Item 2.02 and Item 7.01 of Form 8-K and any exhibits furnished on such form that relate to such items, after the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that 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 filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

Exhibit No.	Description
<u>4.1</u>	<u>Second Amended and Restated Certificate of Incorporation of TriSalus Life Sciences, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 16, 2023).</u>
<u>4.2</u>	<u>Amended and Restated Bylaws of TriSalus Life Sciences, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on August 16, 2023).</u>
<u>4.3</u>	<u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on August 16, 2023).</u>
<u>5.1*</u>	<u>Opinion of Cooley LLP.</u>
<u>23.1*</u>	<u>Consent of KPMG LLP, independent registered public accounting firm.</u>
<u>23.2*</u>	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of Attorney (contained on the signature page hereto).</u>
<u>99.1</u>	<u>TriSalus Life Sciences, Inc. 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.21 to the Current Report on Form 8-K filed on August 16, 2023).</u>
<u>99.2</u>	<u>TriSalus Life Sciences, Inc. 2023 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.24 to the Current Report on Form 8-K filed on August 16, 2023).</u>
<u>99.3</u>	<u>Form of Stock Option Grant Notice and Form of Stock Option Agreement under 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.22 to the Current Report on Form 8-K filed on August 16, 2023).</u>
<u>99.4</u>	<u>Form of Restricted Stock Unit Grant Notice and Form of Restricted Stock Unit Agreement under 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.23 to the Current Report on Form 8-K filed on August 16, 2023).</u>
<u>107*</u>	<u>Filing Fee Table.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Westminster, State of Colorado, on April 11, 2024.

TRISALUS LIFE SCIENCES, INC.

By: /s/ Mary Szela
Mary Szela
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mary Szela and Sean Murphy, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her 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 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, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, 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, 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/ Mary Szela</u> Mary Szela	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 11, 2024
<u>/s/ Sean Murphy</u> Sean Murphy	Chief Financial Officer and Director <i>(Principal Financial and Accounting Officer)</i>	April 11, 2024
<u>/s/ Mats Wahlström</u> Mats Wahlström	Chairman of the Board of Directors	April 11, 2024
<u>/s/ Arjun Desai</u> Arjun Desai	Director	April 11, 2024
<u>/s/ Andrew von Eschenbach</u> Andrew von Eschenbach	Director	April 11, 2024
<u>/s/ Kerry Hicks</u> Kerry Hicks	Director	April 11, 2024
<u>/s/ George Kelly Martin</u> George Kelly Martin	Director	April 11, 2024
<u>/s/ David J. Matlin</u> David J. Matlin	Director	April 11, 2024
<u>/s/ Anil Singhal</u> Anil Singhal	Director	April 11, 2024



Carlos A. Ramirez
T: +1 858 550 6157
cramirez@cooley.com

April 11, 2024

TriSalus Life Sciences, Inc.
6272 W. 91st Ave.
Westminster, Colorado 80031

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to TriSalus Life Sciences, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 3,339,972 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (a) 2,385,694 shares of Common Stock issuable pursuant to the Company's 2023 Equity Incentive Plan (the "**2023 EIP**") and (b) 954,278 shares of Common Stock issuable pursuant to the Company's 2023 Employee Stock Purchase Plan (together with 2023 EIP, the "**2023 Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Plans, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified 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 the related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

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April 11, 2024
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We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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 Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Carlos A. Ramirez
Carlos A. Ramirez

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KPMG LLP Suite 800
1225 17th Street
Denver, CO 80202-5598

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated April 11, 2024, with respect to the consolidated financial statements of TriSalus Life Sciences, Inc., incorporated herein by reference.

/s/ KPMG LLP

Denver, Colorado
April 11, 2024

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Calculation of Filing Fee Table
Form S-8
 (Form Type)
TriSalus Life Sciences, Inc.
 (Exact Name of Registrant as Specified in its Charter)
 Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	
Equity	TriSalus Life Sciences, Inc. 2023 Equity Incentive Plan Common Stock, \$0.0001 par value per share	Other ⁽²⁾	2,385,694 ⁽³⁾	\$9.705 ⁽²⁾	23,153,160.27	\$0.0001476	\$3,417.41	
Equity	TriSalus Life Sciences, Inc. 2023 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	Other ⁽⁵⁾	954,278 ⁽⁴⁾	\$8.249 ⁽⁵⁾	\$7,871,839.22	\$0.0001476	\$1,161.88	
Total Offering Amounts								\$4,579.29
Total Fees Previously Paid								—
Total Fee Offsets								—
Net Fee Due								\$4,579.29

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of common stock, \$0.0001 par value per share (“*Common Stock*”), of the Registrant which become issuable under the TriSalus Life Sciences, Inc. 2023 Equity Incentive Plan (the “*2023 EIP*”) and the TriSalus Life Sciences, Inc. 2023 Employee Stock Purchase Plan (the “*2023 ESPP*”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of shares of the Registrant’s outstanding Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act based on the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Market on April 5, 2024, which date is within five business days prior to the filing of this Registration Statement.

- (3) Represents additional shares of Common Stock reserved for future grant under the 2023 EIP as a result of an automatic increase in shares reserved thereunder on January 1, 2024, pursuant to the terms of the 2023 EIP. The 2023 EIP provides that an additional number of shares will automatically be added annually to the shares authorized under the 2023 EIP on January 1st of each year ending on (and including) January 1, 2033, in an amount equal to 5% of the total number of shares of Common Stock outstanding on a fully diluted basis on December 31 of the preceding year. Notwithstanding the foregoing, the board of directors of the registrant (the “**Board**”) may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock.
 - (4) Represents additional shares of Common Stock reserved for future grant under the 2023 ESPP as a result of an automatic increase in shares reserved thereunder on January 1, 2024, pursuant to the terms of the 2023 ESPP. The number of shares reserved for issuance under the 2023 ESPP will automatically increase on January 1st of each year ending on (and including) January 1, 2033, in an amount equal to the lesser of (i) 2% of the total number of shares of Common Stock outstanding on a fully diluted basis on December 31st of the preceding year, and (ii) 2,792,503 shares of Common Stock. Notwithstanding the foregoing, the Board may act prior to the first day of any calendar year to provide that there will be no January 1st increase in the share reserve for such calendar year or that the increase in the share reserve for such calendar year will be a lesser number of shares of Common Stock than would otherwise occur pursuant to the preceding sentence.
 - (5) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act based on the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Market on April 5, 2024, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%. Pursuant to the 2023 ESPP, the purchase price of the shares of Common Stock will be 85% of the lesser of the fair market value of the Common Stock on the Offering Date or the Purchase Date (each as defined in the 2023 ESPP).
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