

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

**FORM S-1
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

SILK ROAD MEDICAL, INC.

(Exact name of registrant as specified in its charter)

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

3841
*(Primary Standard Industrial
Classification Code Number)*

20-8777622
*(I.R.S. Employer
Identification Number)*

**1213 Innsbruck Dr.
Sunnyvale, California 94089
(408) 720-9002**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Erica J. Rogers
Chief Executive Officer
1213 Innsbruck Dr.
Sunnyvale, California 94089
(408) 720-9002**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Philip H. Oettinger
Brian C. Appel
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300**

**B. Shayne Kennedy
Nathan Ajiashvili
Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, CA 92626-1925
(714) 540-1235**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-233044

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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

Accelerated filer

Non-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	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽³⁾
Common Stock, \$0.001 par value per share	805,000	\$39.50	\$31,797,500	\$3,853.86

(1) Represents only the additional number of shares being registered and includes an additional 105,000 shares issuable upon the exercise of the underwriters' option to purchase additional shares. Does not include the securities, the offer and sale of which the registrant previously registered on a Registration Statement on Form S-1 (File No. 333-233044), as amended (the "**Prior Registration Statement**").

(2) The registrant previously registered securities on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on August 8, 2019. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the "**Securities Act**"), an additional amount of securities having a proposed maximum aggregate offering price of \$31,797,500 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

(3) Calculated pursuant to Rule 457(a) under the Securities Act.

This registration statement shall become effective upon filing with the SEC in accordance with Rule 462(b) under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Silk Road Medical, Inc., a Delaware corporation, is filing this registration statement with the Securities and Exchange Commission, or SEC. This registration statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-233044), which we originally filed on August 6, 2019, or the Prior Registration Statement, and which the SEC declared effective on August 8, 2019.

We are filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock, par value \$0.001 per share offered pursuant to the Prior Registration Statement by 805,000 shares, 105,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of common stock. The additional shares of common stock that are being registered for issuance and sale pursuant to this registration statement are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this registration statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Sunnyvale, State of California, on August 8, 2019.

SILK ROAD MEDICAL, INC.

By: /s/ Erica J. Rogers
Erica J. Rogers
President and Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated below:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Erica J. Rogers</u> Erica J. Rogers	President, Chief Executive Officer and Director (Principal Executive Officer)	August 8, 2019
<u>/s/ Lucas W. Buchanan</u> Lucas W. Buchanan	Chief Financial Officer (Principal Financial Officer)	August 8, 2019
<u>*</u> Ruoxi Chen	Director	August 8, 2019
<u>*</u> Tony M. Chou, M.D.	Director	August 8, 2019
<u>*</u> Jack W. Lasersohn	Director	August 8, 2019
<u>*</u> Robert E. Mittendorff, M.D.	Director	August 8, 2019
<u>*</u> Amr Kronfol	Director	August 8, 2019
<u>*</u> Elizabeth H. Weatherman	Director	August 8, 2019
<u>*</u> Donald Zurbay	Director	August 8, 2019

*By: /s/ Erica J. Rogers
Erica J. Rogers
Attorney-in-fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (See Exhibit 5.1).
24.1 ⁽¹⁾	Power of Attorney.

(1) Previously filed as noted on page II-6 of the Registrant's Prior Registration Statement originally filed with the SEC on August 6, 2019 and incorporated by reference herein.



650 Page Mill Road
Palo Alto, CA 94304-1050
PHONE 650.493.9300
FAX 650.493.6811
www.wsgr.com

August 8, 2019

Silk Road Medical, Inc.
1213 Innsbruck Dr.
Sunnyvale, California 94089

Re: Registration Statement on Form S-1

This opinion is furnished to you in connection with the Registration Statement on Form S-1, as amended (the "**Registration Statement**"), filed by Silk Road Medical, Inc. (the "**Company**") with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "**Securities Act**"), in connection with the registration under the Securities Act of 805,000 shares (including up to 105,000 shares issuable upon exercise of an option granted to the underwriters by the Company) of the Company's common stock, \$0.001 par value per share (the "**Shares**"), to be issued and sold by certain stockholders of the Company identified in the Registration Statement (the "**Selling Stockholders**"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-233044) (the "**Prior Registration Statement**"), which was declared effective on August 8, 2019, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters by the Selling Stockholders for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company, the Selling Stockholders and the underwriters (the "**Underwriting Agreement**").

We are acting as counsel for the Company and certain of the Selling Stockholders in connection with the sale of the Shares by the Selling Stockholders. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion, that the Shares to be sold by the Selling Stockholders have been duly authorized and validly issued and are fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Prior Registration Statement, which is incorporated by reference into the Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to inclusion in this Registration Statement on Form S-1 of our report dated March 1, 2019, except for the effects of the reverse stock split described in Note 1, as to which the date is March 27, 2019 relating to the financial statements and financial statement schedule, which appears in the Registration Statement on Form S-1 (No. 333-233044) of Silk Road Medical, Inc. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form S-1 (No. 333-233044) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose

CA

August 8, 2019