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

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

Bioventus Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

81-0980861
(I.R.S. Employer
Identification Number)

4721 Emperor Boulevard, Suite 100
Durham, North Carolina 27703
(Address of principal executive offices) (Zip code)
Bioventus Inc. 2021 Incentive Award Plan
Bioventus Inc. 2021 Employee Stock Purchase Plan
(Full title of the plans)

Robert E. Claypoole
President and Chief Executive Officer
Bioventus Inc.

4721 Emperor Boulevard, Suite 100
Durham, North Carolina 27703
(919) 474-6700

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

With copies to:

Donald Reynolds, Esq.
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607
Telephone: (919) 781-4000

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 checked="" type="checkbox"/>
Non-accelerated filer	<input 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 Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,557,438 shares of Bioventus Inc.'s (the "Registrant") Class A common stock to be issued pursuant to the Bioventus Inc. 2021 Incentive Award Plan (the "2021 Plan") and an additional 632,674 shares of the Registrant's Class A common stock to be issued pursuant to the Bioventus Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP") and for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plans are effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statements on Form S-8 ([File No. 333-252981](#), [File No. 333-263496](#) and [File No. 333-271310](#)), filed with the Securities and Exchange Commission on February 11, 2021, March 11, 2022 and April 18, 2023, respectively, relating to the 2021 Plan and the 2021 ESPP, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act of 1933, as amended, are incorporated herein by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit no.	Description
4.1	Amended and Restated Certificate of Incorporation of Bioventus Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-37844) filed on February 17, 2021.
4.2	Amended and Restated Bylaws of Bioventus Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-37844) filed on February 17, 2021)
5.1*	Opinion of Wyrick Robbins Yates & Ponton LLP
23.1*	Consent of Grant Thornton, Independent Registered Public Accounting Firm
23.2*	Consent of Wyrick Robbins Yates & Ponton LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
99.1	Bioventus Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No 001-37844), filed on August 12, 2022)
99.2	Bioventus Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.44 to the Registrant's Registration Statement on Form S-1/A (File No. 333-252238), filed on February 4, 2021)
107.1*	Filing Fee Table

* 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 Durham, State of North Carolina, on March 20, 2024.

BIOVENTUS INC.

Date: March 20, 2024

By: /s/ Robert E. Claypoole
Robert E. Claypoole
President, Chief Executive Officer and Director (Principal Executive Officer)

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Robert E. Claypoole and Mark L. Singleton, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules 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 or desirable to be done in connection therewith 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, or any of them, or their 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 the capacities and on the dates indicated.

<u>Name</u>	<u>Date</u>	<u>Title</u>
<u>/s/ Robert E. Claypoole</u> Robert E. Claypoole	March 20, 2024	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Mark L. Singleton</u> Mark L. Singleton	March 20, 2024	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ William A. Hawkins III</u> William A. Hawkins III	March 20, 2024	Chairman
<u>/s/ John A. Bartholdson</u> John A. Bartholdson	March 20, 2024	Director
<u>/s/ Patrick J. Beyer</u> Patrick J. Beyer	March 20, 2024	Director
<u>/s/ Philip G. Cowdy</u> Philip G. Cowdy	March 20, 2024	Director
<u>/s/ Mary Kay Ladone</u> Mary Kay Ladone	March 20, 2024	Director
<u>/s/ Michelle McMurry-Heath</u> Michelle McMurry-Heath	March 20, 2024	Director
<u>/s/ Guido J. Neels</u> Guido J. Neels	March 20, 2024	Director
<u>/s/ Guy P. Nohra</u> Guy P. Nohra	March 20, 2024	Director
<u>/s/ Susan M. Stalnecker</u> Susan M. Stalnecker	March 20, 2024	Director
<u>/s/ Martin P. Sutter</u> Martin P. Sutter	March 20, 2024	Director

Calculation of Filing Fee Tables
Form S-8
(Form Type)
Bioventus Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)(1)	4,190,112 (2)	\$5.09 (3)	\$21,327,670.08	\$147.60 per 1,000,000	\$3,147.96
Total Offering Amounts					\$21,327,670.08		\$3,147.96
Total Fee Offsets							\$—
Net Fee Due							\$3,147.96

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 3,557,438 shares of Bioventus Inc.'s (the "Registrant") Class A common stock issuable pursuant to the Bioventus Inc. 2021 Incentive Award Plan and an additional 632,674 shares of the Registrant's Class A common stock issuable pursuant to the Bioventus Inc. 2021 Employee Stock Purchase Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h)(1) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Class A common stock as reported on The Nasdaq Global Select Market on March 14, 2024.

Wyrick Robbins Yates & Ponton LLP

4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607-7506

March 20, 2024

Bioventus Inc.
4721 Emperor Boulevard, Suite 100
Durham, North Carolina 27703

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 filed on or about the date hereof by Bioventus Inc., a Delaware corporation (the "Registrant"), with the U.S. Securities and Exchange Commission (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 4,190,112 shares of the Registrant's Class A common stock, \$0.001 par value per share (the "Shares"). We understand that 3,557,438 Shares are to be issued pursuant to the Bioventus Inc. 2021 Incentive Award Plan and 632,674 Shares are to be issued pursuant to the Bioventus Inc. 2021 Employee Stock Purchase Plan (each referred to individually as the "Plan" and collectively as the "Plans"). 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.

As the Registrant's legal counsel, we have examined the proceedings taken, and are familiar with the proceedings proposed to be taken, in connection with the sale of the Shares pursuant to the Plans.

It is our opinion that, upon completion of the proceedings being taken or contemplated by us, as the Registrant's counsel, to be taken prior to the issuance of the Shares, the Shares when issued in the manner referred to in the Registration Statement and in accordance with the applicable Plan, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the prospectus constituting a part thereof, and any amendments thereto.

Sincerely,

/s/ WYRICK ROBBINS YATES & PONTON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 12, 2024, with respect to the consolidated financial statements of Bioventus Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2023, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP
Raleigh, North Carolina
March 20, 2024