
**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 charter)

Delaware
(State or other jurisdiction
of incorporation)

81-0980861
(IRS Employer
Identification Number)

**4721 Emperor Boulevard, Suite 100
Durham, North Carolina 27703**

Telephone: (919) 474-6700 (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)

Kenneth M. Reali
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:

**Wesley C. Holmes, Esq.
Latham & Watkins LLP
200 Clarendon Street
Boston, Massachusetts 02116
Telephone: (212) 906-1200
Fax: (212) 751-4864**

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 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 comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,388,480 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 595,128 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 a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

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

The contents of the [Registration Statement on Form S-8 \(File No. 333-252981\)](#), filed with the Securities and Exchange Commission, relating to the 2021 Plan and the 2021 ESPP, are incorporated herein by reference.

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 Latham & Watkins LLP
23.1*	Consent of Grant Thornton, Independent Registered Public Accounting Firm
23.2*	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
99.1	Bioventus Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.45 to the Registrant's Registration Statement on Form S-1/A (File No. 333-252238), filed on February 4, 2021)
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 11, 2022.

BIOVENTUS INC.

Date: March 11, 2022

By: /s/ Kenneth M. Reali
Kenneth M. Reali
Chief Executive Officer and Director

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Kenneth M. Reali and Gregory O. Anglum, 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 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, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Date	Title
<u>/s/ Kenneth M. Reali</u> Kenneth M. Reali	March 11, 2022	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Gregory O. Anglum</u> Gregory O. Anglum	March 11, 2022	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 11, 2022	Chairman
<u>/s/ Patrick J. Beyer</u> Patrick J. Beyer	March 11, 2022	Director
<u>/s/ Philip G. Cowdy</u> Philip G. Cowdy	March 11, 2022	Director
<u>/s/ Mary Kay Ladone</u> Mary Kay Ladone	March 11, 2022	Director
<u>/s/ Michelle McMurry-Heath</u> Michelle McMurry-Heath	March 11, 2022	Director
<u>/s/ Guido J. Neels</u> Guido J. Neels	March 11, 2022	Director
<u>/s/ Guy P. Nohra</u> Guy P. Nohra	March 11, 2022	Director
<u>/s/ Susan M. Stalnecker</u> Susan M. Stalnecker	March 11, 2022	Director
<u>/s/ Martin P. Sutter</u> Martin P. Sutter	March 11, 2022	Director
<u>/s/ Stavros G. Vizirgianakis</u> Stavros G. Vizirgianakis	March 11, 2022	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)	3,983,608 (2)	\$13.20 (3)	\$52,583,625.60	\$92.70 per \$1,000,000	\$4,874.50
Total Offering Amounts					\$52,583,625.60		\$4,874.50
Total Fee Offsets (4)							\$--
Net Fee Due							\$4,874.50

- (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 3,388,480 shares of Bioventus Inc.'s (the "Registrant") Class A common stock issuable pursuant to the Bioventus Inc. 2021 Incentive Award Plan and an additional 595,128 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) 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 7, 2022.
- (4) The Registrant does not have any fee offsets.

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 Boston, Massachusetts 02116
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LATHAM & WATKINS LLP

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Los Angeles	Tokyo
Madrid	Washington D.C.

March 11, 2022

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

Re: Registration Statement on Form S-8; 3,983,608 shares of Class A common stock, par value \$0.001 per share

To the addressees set forth above:

We have acted as special counsel to Bioventus Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement (the “**Registration Statement**”) on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance of up to 3,983,608 shares of Class A common stock, \$0.001 par value per share (the “**Shares**”), which may be issued pursuant to the Bioventus Inc. 2021 Incentive Award Plan (the “**2021 Plan**”) and the Bioventus Inc. 2021 Employee Stock Purchase Plan (the “**2021 ESPP**” and together with the 2021 Plan, the “**Plans**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the respective Plan, assuming in each case that the individual grants or awards under the respective Plan have been duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance of the law and the respective Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 11, 2022, with respect to the consolidated financial statements included in the Annual Report of Bioventus Inc. on Form 10-K for the year ended December 31, 2021, 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 11, 2022