

SURMODICS INC  
 Form S-8  
 February 26, 2010

As filed with the Securities and Exchange Commission on February 26, 2010

Registration No. 333-

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

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

**SurModics, Inc.**

(Exact name of Registrant as specified in its charter)

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

**41-1356149**  
 (I.R.S. Employer  
 Identification No.)

**9924 West 74<sup>th</sup> Street**  
**Eden Prairie, Minnesota**  
 (Address of principal executive offices)

**55344**  
 (Zip Code)

**SURMODICS, INC. 1999 EMPLOYEE STOCK PURCHASE PLAN**  
 (Full title of the plan)

**Bryan K. Phillips**  
**Vice President, General Counsel and Secretary**  
**9924 West 74<sup>th</sup> Street**

**Eden Prairie, Minnesota 55344**  
 (Name and address of agent for service)  
 (952) 829-2700

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  
 filer:

Accelerated filer:

Non-accelerated filer:

Smaller reporting  
 company:

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$.05 par value	200,000 shares	\$19.42	\$3,884,000	\$276.93

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement will also cover any additional shares of common stock, par value \$.05 ( Common Stock ), of SurModics, Inc. that become issuable under the SurModics, Inc. 1999 Employee Stock Purchase Plan (as amended and restated as of November 30, 2009) by reason of any stock dividend, stock split, reorganization or other similar transaction effected without the registrant's receipt of consideration that results in an increase in the number of outstanding shares of the Common Stock.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(h)

under the  
Securities Act  
of 1933 based  
on the average  
of the high and  
low sale prices  
per share of the  
Registrant's  
Common Stock  
as quoted on the  
NASDAQ  
Global Select  
Market on  
February 23,  
2010.

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**SURMODICS, INC.  
EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 200,000 shares of SurModics, Inc. s (hereinafter the Company or the Registrant ) Common Stock to be issued pursuant to the Registrant s 1999 Employee Stock Purchase Plan (as amended and restated as of November 30, 2009) (the Plan ). The Registration Statement previously filed with the Commission relating to the Plan (File No. 333-54266) is incorporated by reference herein.

**EXHIBITS**

Exhibit	Description
4.1	Amended and Restated Articles of Incorporation (1)
4.2	Amended and Restated Bylaws (2)
5	Opinion of Faegre & Benson LLP as to the legality of the shares being registered
23.1	Consent of Faegre & Benson LLP (contained in Exhibit 5 to this Registration Statement)
23.2	Consent of Deloitte & Touche LLP
24	Powers of Attorney (included on page 2 of this Registration Statement)
99	SurModics, Inc. 1999 Employee Stock Purchase Plan (as amended and restated as of November 30, 2009) (3)

(1) Incorporated by reference to Exhibit 3.1 of the Company s Quarterly Report on Form 10-QSB for the quarter ended December 31, 1999, (File No. 0-23837).

(2) Incorporated by reference to Exhibit 3.2 of the Company s Quarterly Report on Form 10-Q for the fiscal year ended December 31, 2009, (File No. 0-23837).

- (3) Incorporated by reference to Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on December 18, 2009 (File No. 0-23827).
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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Eden Prairie, State of Minnesota, on February 26, 2010.

**SURMODICS, INC.**

By /s/ Philip D. Ankeny

Philip D. Ankeny  
*Senior Vice President and Chief  
Financial Officer*

**POWERS OF ATTORNEY**

Each of the undersigned hereby appoints Bruce J Barclay and Philip D. Ankeny, and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons, representing a majority of the Board of Directors, in the capacities indicated on February 26, 2010.

Signature	Title
/s/ Bruce J Barclay	President and Chief Executive Officer (Principal Executive Officer ) and Director
Bruce J Barclay	
/s/ Philip D. Ankeny	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
Philip D. Ankeny	
/s/ Mark A. Lehman	Corporate Controller (Principal Accounting Officer)
Mark A. Lehman	
/s/ Robert C. Buhrmaster	Chairman
Robert C. Buhrmaster	
/s/ José H. Bedoya	Director
José H. Bedoya	
/s/ John W. Benson	Director
John W. Benson	

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/s/ Mary K. Brainerd

Director

Mary K. Brainerd

/s/ Gerald B. Fischer

Director

Gerald B. Fischer

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Signature	Title
/s/ Kenneth H. Keller, Ph.D. Kenneth H. Keller, Ph.D.	Director
/s/ Susan E. Knight Susan E. Knight	Director
/s/ John A. Meslow John A. Meslow	Director

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INDEX TO EXHIBITS

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