

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

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

Nuvectra Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

30-0513847

(I.R.S. Employer
Identification No.)

5830 Granite Parkway, Suite 1100

Plano, Texas

(Address of Principal Executive Offices)

75024

(Zip Code)

Nuvectra Corporation 2016 Equity Incentive Plan

(Full title of the plan)

Walter Z. Berger

Chief Operating Officer and Chief Financial Officer

5830 Granite Parkway, Suite 1100

Plano, Texas 75024

(Name and address of agent for service)

(214) 474-3103

(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
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.

Title of each class of securities to be registered (1)(2)	Amount to be registered(1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee(3)
Common Stock, \$0.001 par value	707,179 shares(2)	\$9.31	\$6,583,836.49	\$797.96

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, there are also registered hereby such indeterminate number of shares of common stock, par value \$0.001 per share, of Nuvectra Corporation, as may become issuable by reason of any stock splits, stock dividends or other similar transactions.
- (2) This registration statement registers an aggregate of 707,179 shares of common stock, par value \$0.001 per share, of Nuvectra Corporation under the Nuvectra Corporation 2016 Equity Incentive Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered and sold pursuant to the employee benefit plan described herein.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, and based upon the average of the \$9.47 (high) and \$9.14 (low) sale price of a share of common stock, par value \$0.001 per share, of Nuvectra Corporation as reported on the NASDAQ Global Market on April 29, 2019, which date is within five business days prior to filing this Registration Statement on Form S-8.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by Nuvectra Corporation (the “Company”) with the Securities and Exchange Commission (“SEC”) to register additional shares of common stock, par value \$0.001 per share (“Common Stock”), to be issued under the Nuvectra Corporation 2016 Equity Incentive Plan (the “Plan”).

The Company previously filed with the SEC (i) a Registration Statement on Form S-8 on March 14, 2016 (Registration No. 333-210150), pursuant to which 1,950,000 shares of Common Stock were registered for issuance under the Plan, (ii) a Registration Statement on Form S-8 on May 9, 2017 (Registration No. 333-217791), pursuant to which 412,785 additional shares of Common Stock were registered for issuance under the Plan, and (iii) a Registration Statement on Form S-8 on March 9, 2018 (Registration No. 333-223548), pursuant to which 433,823 additional shares of Common Stock were registered for issuance under the Plan (collectively, the “Prior Registration Statements”). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning with January 1, 2017, for nine (9) years from March 14, 2016, by an amount equal to four percent (4%) of the number of shares of Common Stock outstanding on the immediately preceding December 31 or by such lesser amount as the Company’s Compensation and Organization Committee of the Board of Directors (the “Committee”) may determine. The Committee may act prior to January 1 of a given year to provide that the increase for such given year will be less than the amount that would otherwise occur pursuant to the preceding sentence, or that there will be no annual increase for such given year. Accordingly, on January 1, 2019, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 707,179. This Registration Statement registers those additional 707,179 shares of Common Stock. The additional shares are of the same class as other securities issuable under the Plan for which the Prior Registration Statements are effective.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except to the extent supplemented, amended, or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents have been filed by the Company with the SEC and are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (a) the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on March 4, 2019;
 - (b) the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, filed with the SEC on May 1, 2019;
 - (c) the Company’s Current Reports on Form 8-K filed with the SEC on January 7, 2019, January 29, 2019, February 5, 2019, March 1, 2019, March 25, 2019, and April 26, 2019 (excluding any portions thereof which are deemed “furnished” rather than filed with the SEC);
 - (d) all other reports of the Company filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the annual report referred to in (a) above; and
 - (e) the description of the Common Stock, par value \$0.001 per share, contained in the Company’s Registration Statement on Form 10-12B (File No. 001-37525) filed with the SEC on December 30, 2015 (including any amendments or reports filed for the purpose of updating such description).
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Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit	Description of Exhibit
4.1	<u>Specimen Common Stock Certificate of the Company (filed as Exhibit 4.1 to Amendment No. 2 to our Registration Statement on Form 10-12B on December 30, 2015 (File No. 001-37525), and incorporated herein by reference)</u>
5.1*	<u>Opinion of Melissa G. Beare, Executive Vice President, General Counsel, and Corporate Secretary</u>
23.1*	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm</u>
23.2*	<u>Consent of Melissa G. Beare, Executive Vice President, General Counsel, and Corporate Secretary (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement)</u>
99.1	<u>Nuvectra Corporation 2016 Equity Incentive Plan (filed as Exhibit 99.1 to our Registration Statement on Form S-8 on March 14, 2016 (File No. 333-210150), and incorporated herein by reference)</u>

* Filed herewith

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 Plano, State of Texas, on May 1, 2019.

NUVECTRA CORPORATION

By: /s/ Walter Z. Berger
Name: Walter Z. Berger
Title: Chief Operating Officer and Chief
Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Fred B. Parks, Walter Z. Berger and Melissa G. Beare, and each of them, with full power to act without the other, as attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his 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 all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his 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>/s/ Fred B. Parks</u> Fred B. Parks	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 1, 2019
<u>/s/ Walter Z. Berger</u> Walter Z. Berger	Chief Operating Officer and Chief Financial Officer <i>(Principal Financial Officer)</i>	May 1, 2019
<u>/s/ Jennifer J. Kosharek</u> Jennifer J. Kosharek	Vice President, Controller and Principal Accounting Officer <i>(Principal Accounting Officer)</i>	May 1, 2019
<u>/s/ Anthony P. Bihl, III</u> Anthony P. Bihl, III	Director	May 1, 2019
<u>/s/ Christopher G. Chavez</u> Christopher G. Chavez	Director	May 1, 2019
<u>/s/ Kenneth G. Hawari</u> Kenneth G. Hawari	Director	May 1, 2019
<u>/s/ David D. Johnson</u> David D. Johnson	Director	May 1, 2019
<u>/s/ Jane J. Song</u> Jane J. Song	Director	May 1, 2019
<u>/s/ Jon T. Tremmel</u> Jon T. Tremmel	Director	May 1, 2019
<u>/s/ Thomas E. Zelibor</u> Thomas E. Zelibor	Director	May 1, 2019

INDEX TO EXHIBITS

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* Filed herewith



May 1, 2019

Nuvectra Corporation
5830 Granite Parkway, Suite 1100
Plano, Texas 75024

Re: Nuvectra Corporation Form S-8 Registration Statement

I have acted as counsel to Nuvectra Corporation, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 707,179 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), that are reserved for issuance under the Nuvectra Corporation 2016 Equity Incentive Plan (the "Plan"), as described in the Company's Registration Statement on Form S-8 (as originally filed and as it may subsequently be amended, the "Registration Statement").

In connection with this opinion, I have made such investigations of law as I have deemed appropriate and I have examined the Plan, the Articles of Incorporation and the Bylaws of the Company, and originals or copies of the corporate records of the Company, certificates and other communications of public officials, certificates of officers of the Company and such other documents as I have deemed relevant or necessary for the purpose of rendering the opinions expressed herein.

I have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to me as originals, the conformity with the originals of all documents submitted to me as certified, facsimile, portable document, photostatic, or other electronic copies, and the authenticity of the originals and delivery by the parties thereto of all documents submitted to me as copies. As to all questions of fact that are material to this opinion and that have not been independently established, I have relied upon certificates or comparable documents of officers and representatives of the Company and upon certificates of public officials, and I have assumed the factual representations set forth in the foregoing are accurate as of the date hereof.

Based upon the foregoing, and subject to the limitations and qualifications hereinafter set forth, I am of the opinion that following due authorization of a particular award as provided in and in accordance with the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company and that upon issuance and delivery of such Shares from time to time pursuant to the terms and conditions of such award, such Shares will be validly issued, fully paid and nonassessable.

The opinions expressed herein are limited to the applicable provisions of the laws of the State of Delaware and the federal laws of the United States of America, and the rules and regulations and reported judicial and regulatory determinations thereunder, and I express no opinion with respect to the laws of any other state or jurisdiction. I expressly disclaim any obligation to advise you of any change in law or subsequent legal or factual developments that might affect any matter or opinions set forth herein.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and the reference to this firm wherever it appears in the Registration Statement. In giving such consent, I do not admit that I am acting within the category of persons whose consent is required under the Securities Act or the rules or regulations of the Securities Exchange Commission thereunder.

Sincerely,

/s/ Melissa G. Beare

Melissa G. Beare, Executive Vice President, General Counsel, and
Corporate Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to the consolidated financial statements of Nuvectra Corporation and subsidiaries dated March 4, 2019 (which report expresses an unmodified opinion and includes an emphasis-of-matter paragraph relating to the sale of NeuroNexus Technologies, Inc.), appearing in the Annual Report on Form 10-K of Nuvectra Corporation for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP

Dallas, Texas

May 1, 2019