

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

**Conformis, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

56-2463152  
(I.R.S. Employer Identification No.)

600 Technology Park Drive, 4<sup>th</sup> Floor  
Billerica, MA 01821  
(Address of Principal Executive Offices) (Zip Code)

2015 Stock Incentive Plan  
(Full Title of the Plan)

Mark A. Augusti  
President and Chief Executive Officer  
Conformis, Inc.  
600 Technology Park Drive, 4<sup>th</sup> Floor  
Billerica, MA 01821  
(Name and Address of Agent for Service)  
(781) 345-9001  
(Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*  
Hal J. Leibowitz  
Jason L. Kropp  
Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
(617) 526-6000

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," "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 the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

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Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
<b>2015 Stock Incentive Plan</b> Common Stock, par value \$0.00001 per share	1,958,726	\$0.37	\$724,728.76	\$87.84

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- (1) In accordance with Rule 416(a) 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, recapitalizations or similar transactions effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) The price of \$0.37 per share, which is the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Market on December 31, 2018, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, and has been used as these shares are without a fixed price.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.
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## EXPLANATORY NOTE

This Registration Statement on Form S-8 relating to an aggregate of 1,958,726 shares of common stock, \$0.00001 par value per share, issuable under the 2015 Stock Incentive Plan of Conformis, Inc. (the “Registrant”) registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 of the Registrant has previously been filed and is effective. Accordingly, the information contained in each of the Registrant’s Registration Statement on Form S-8 (SEC File No. 333-205477), the Registrant’s Registration Statement on Form S-8 (SEC File No. 333-217872) and the Registrant’s Registration Statement on Form S-8 (SEC File No. 333-223802) is hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits” with respect to which the Exhibit Index is incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description of Exhibit
<a href="#">4.1(1)</a>	<a href="#">Restated Certificate of Incorporation of the Registrant</a>
<a href="#">4.2(1)</a>	<a href="#">Amended and Restated Bylaws of the Registrant</a>
<a href="#">4.3(2)</a>	<a href="#">Amended and Restated Information and Registration Rights Agreement, dated as of June 29, 2015, among the Registrant and the other parties thereto</a>
<a href="#">5.1</a>	<a href="#">Opinion of Wilmer Cutler Pickering Hale and Dorr LLP</a>
<a href="#">23.1</a>	<a href="#">Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</a>
<a href="#">23.2</a>	<a href="#">Consent of Grant Thornton LLP</a>
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)
<a href="#">99.1(1)</a>	<a href="#">2015 Stock Incentive Plan</a>

(1) Previously filed with the Securities and Exchange Commission on May 21, 2015 as an Exhibit to the Registrant’s Registration Statement on Form S-1 (File No. 333-204384) and incorporated herein by reference.

(2) Previously filed with the Securities and Exchange Commission on June 29, 2015 as an Exhibit to Amendment No. 4 to the Registrant’s Registration Statement on Form S-1 (File No. 333-204384) and incorporated herein by reference.

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## 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 Town of Billerica, Commonwealth of Massachusetts, on January 11, 2019.

CONFORMIS, INC.

By: /s/Mark A. Augusti  
Mark A. Augusti  
President and Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Conformis, Inc. (the "Company"), hereby severally constitute and appoint Mark Augusti, Paul Weiner and Patricia Davis, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on January 11, 2019:

<u>Signature</u>	<u>Title(s)</u>
<u>/s/Mark A. Augusti</u> Mark A. Augusti	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/Paul Weiner</u> Paul Weiner	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/Kenneth Fallon III</u> Kenneth Fallon III	Chairman of the Board of Directors
<u>/s/Carrie Bienkowski</u> Carrie Bienkowski	Director
<u>/s/Philip W. Johnson</u> Philip W. Johnson	Director
<u>/s/Bradley Langdale</u> Bradley Langdale	Director
<u>/s/Richard Meelia</u> Richard Meelia	Director
<u>/s/Michael Milligan</u> Michael Milligan	Director

January 11, 2019

Conformis, Inc.  
600 Technology Park Drive  
BillERICA, MA 01821

Re: 2015 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 1,958,726 shares of common stock, \$0.00001 par value per share (the "Shares"), of Conformis, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2015 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Jason L. Kropp, a Partner

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 9, 2018 with respect to the consolidated financial statements of Conformis, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2017 which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of said report in this Registration Statement.

/s/ GRANT THORNTON LLP

Boston, Massachusetts

January 11, 2019