

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VIVEVE MEDICAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

04-3153858
(I.R.S. Employer
Identification No.)

345 Inverness Drive South, Building B, Suite 250
Englewood, Colorado 80112
Telephone: (720) 696-8100
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

VIVEVE MEDICAL, INC. 2017 EMPLOYEE STOCK PURCHASE PLAN
VIVEVE MEDICAL, INC. AMENDED AND RESTATED 2013 STOCK OPTION AND INCENTIVE PLAN
(Full Title of the Plans)

Scott Durbin
Chief Financial Officer
Viveve Medical, Inc.
345 Inverness Drive South, Building B, Suite 250
Englewood, Colorado 80112
Telephone: (720) 696-8100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Bradley A. Bugdanowitz
Goodwin Procter LLP
Three Embarcadero Center
28th Floor
San Francisco, CA 94111**

Telephone: (415) 733-6099

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer,” and “large 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 Emerging growth company
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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	523,209(2)	\$ 5.65	\$ 2,956,130.85	\$ 368.04
Common Stock, par value \$0.0001 per share	1,476,791(3)	\$ 5.65	\$ 8,343,869.15	\$ 1038.81
Common Stock, par value \$0.0001 per share	400,000(4)	\$ 5.65	\$ 2,260,000.00	\$ 281.37

- (1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h)(1) of the Securities Act of 1933, as amended (the “Securities Act”), using the average high and low price for the common stock of Viveve Medical, Inc. (the “Registrant”) reported by The Nasdaq Capital Market on October 4, 2017.
- (2) Represents 523,209 shares of common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2013 Stock Option and Incentive Plan (the “2013 Plan”) on January 1, 2017, pursuant to an “evergreen” provision contained in the 2013 Plan. Pursuant to the provision contained in the 2013 Plan, each January 1st, the number of shares authorized for issuance under the 2013 Plan is automatically increased by the lesser of (i) 4% of the outstanding number of shares of common stock on the immediately preceding December 31 or (ii) such lesser amount of shares as determined by the Registrant’s board of directors.

- (3) Represents 1,476,791 additional shares of the common stock of the Registrant authorized for issuance under the Registrant's Amended and Restated 2013 Stock Option and Incentive Plan (the "Plan"). This registration statement on Form S-8 (this "Registration Statement") also includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the Plan as the result of any future stock split, stock dividend or similar adjustment of the Registrant's outstanding Common Stock.
- (4) Represents 400,000 shares of common stock authorized for issuance under the Registrant's 2017 Employee Stock Purchase Plan (the "ESPP") approved by the stockholders on August 15, 2017. This registration statement on Form S-8 (this "Registration Statement") also includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the ESPP as the result of any future stock split, stock dividend or similar adjustment of the Registrant's outstanding Common Stock.

Proposed sales to take place as soon after the effective date of the registration statement as awards are granted, exercised or distributed under the 2013 Plan or ESPP, as applicable.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Viveve Medical, Inc. (the "Registrant") to register (i) 2,000,000 shares of the Registrant's Common Stock that may be offered and sold under the Registrant's 2013 Stock Option and Incentive Plan, as amended, (the "2013 Plan") and (ii) 400,000 additional shares of Common Stock reserved for issuance under the Viveve Medical, Inc. 2017 Employee Stock Purchase Plan (the "ESPP").

Pursuant to General Instruction E of Form S-8, and only with respect to the shares of Common Stock issuable under the 2013 Plan, the contents of the Registrant's previously filed registration statement on Form S-8 relating to the 2013 Plan (File No. 333-201551), filed with the Securities and Exchange Commission (the "Commission") on January 16, 2015, including any amendments thereto or filings incorporated therein, are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this registration statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission, are incorporated by reference in this Registration Statement:

- (a) The Registrant's latest Annual Report on Form 10-K for the fiscal year ended December 31, 2016, as filed with the Commission on February 16, 2017;
- (b) The Registrant's definitive proxy statement on Schedule 14A, which was filed with the Commission on July 7, 2017.
- (c) The Registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2017 and June 30, 2017, as filed with the Commission on May 11, 2017 and August 10, 2017, respectively;
- (d) The Registrant's Current Reports on Form 8-K as filed with the Commission on January 13, 2017, February 3, 2017, May 16, 2017, May 24, 2017, June 1, 2017, August 10, 2017, and August 17, 2017 (other than any reports or portions thereof that are furnished under Item 2.02 or Item 7.01 and any exhibits included with such Items); and.
- (e) The description of the common stock contained in the Registrant's registration statement on Form 8-A filed with the Commission on June 13, 2016, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (other than any portions of filings that are furnished rather than filed pursuant to Items 2.02 and 7.01 of a Current Report on Form 8-K), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date 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 that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts or Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the “DGCL”) authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys’ fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys’ fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

The registrant has adopted provisions in the registrant’s certificate of incorporation that limit or eliminate the personal liability of the registrant’s directors and officers to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director or officer will not be personally liable to the registrant or its stockholders for monetary damages or breach of fiduciary duty as a director, except for liability for:

- any breach of the director’s duty of loyalty to the registrant or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any unlawful payments related to dividends or unlawful stock purchases, redemptions or other distributions; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, the registrant’s bylaws provide that:

- the registrant will indemnify its directors, officers and, in the discretion of its board of directors, certain employees to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and
- the registrant will advance reasonable expenses, including attorneys’ fees, to its directors and, in the discretion of its board of directors, to its officers and certain employees, in connection with legal proceedings relating to their service for or on behalf of the registrant, subject to limited exceptions.

The registrant has entered into indemnification agreements with or has contractual rights to provide indemnification to each of its directors and intends to enter into such agreements with certain of its executive officers. These agreements provide that the registrant will indemnify each of its directors, certain of its executive officers and, at times, their affiliates, to the fullest extent permitted by the DGCL. The registrant will advance expenses, including attorneys’ fees (but excluding judgments, fines and settlement amounts), to each indemnified director, executive officer or affiliate in connection with any proceeding in which indemnification is available and the registrant will indemnify its directors and executive officers for any action or proceeding arising out of that person’s services as a director or officer brought on behalf of the registrant and/or in furtherance of the registrant’s rights. Additionally, certain of the registrant’s directors may have certain rights to indemnification, advancement of expenses or insurance provided by their affiliates, which indemnification relates to and might apply to the same proceedings arising out of such director’s services as a director referenced herein. Nonetheless, the registrant has agreed in the indemnification agreements that the registrant’s obligations to those same directors are primary and any obligation of the affiliates of those directors to advance expenses or to provide indemnification for the expenses or liabilities incurred by those directors are secondary.

The registrant also maintains general liability insurance which covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 Englewood, State of Colorado on the 4th day of October, 2017.

VIVEVE MEDICAL, INC.

By: /s/ Patricia Scheller
Patricia Scheller, Chief Executive Officer

By: /s/ Scott Durbin
Scott Durbin, Chief Financial Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Viveve Medical, Inc., hereby severally constitute and appoint Patricia Scheller and Scott Durbin, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, 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 on Form S-8, and to file the same, with all exhibits 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 or necessary to be done in and about the premises, as full 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 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 date indicated below.

Signature

Title

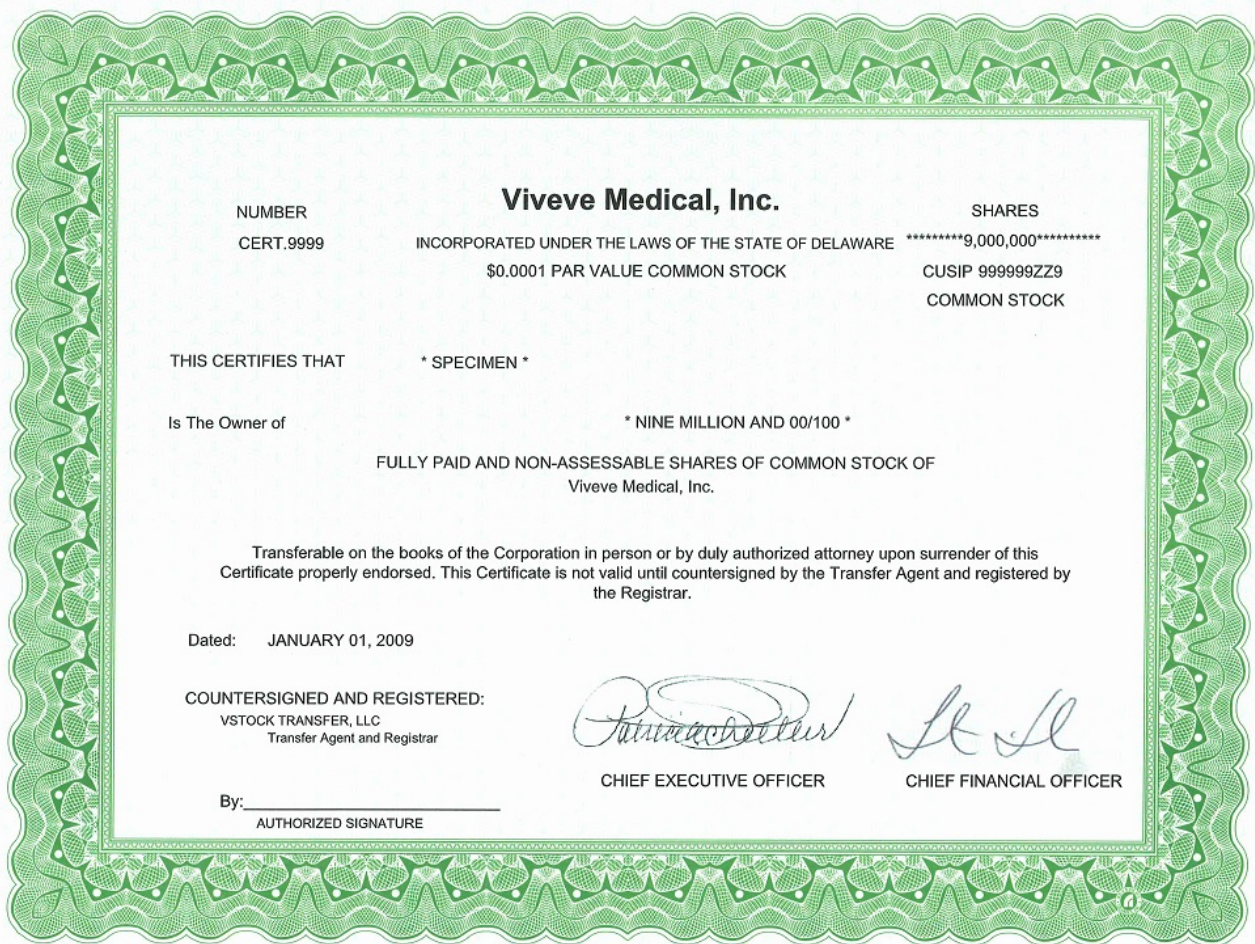
<u>/s/ Patricia Scheller</u> Patricia Scheller	Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Scott Durbin</u> Scott Durbin	Chief Financial Officer (Principal Financial Officer) and Secretary
<u>/s/ Daniel Janney</u> Daniel Janney	Director
<u>/s/ Jon Plexico</u> Jon Plexico	Director
<u>/s/ Arlene Morris</u> Arlene Morris	Director
<u>/s/ Lori Bush</u> Lori Bush	Director
<u>/s/ Debora Jorn</u> Debora Jorn	Director

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	<u>Form of Common Stock Certificate of the Registrant*</u>
4.2	<u>Amendment to the Amended and Restated 2013 Stock Option and Incentive Plan (1)</u>
4.3	<u>Amended and Restated 2013 Stock Option and Incentive Plan (2)</u>
4.4	<u>Form of Non-Qualified Stock Option Grant (3)</u>
4.5	<u>Form of Incentive Stock Option Grant (3)</u>
4.6	<u>2017 Employee Stock Purchase Plan (1)</u>
5.1	<u>Opinion of Goodwin Procter LLP*</u>
23.1	<u>Consent of BPM LLP, Independent Registered Public Accounting Firm*</u>
23.2	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on signature page)*</u>

*Filed herewith

- (1) Incorporated by reference to the Registrant's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 7, 2017.
- (2) Incorporated by reference to the Registrant's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 28, 2016.
- (3) Incorporated by reference from the Form S-8 filed with the Securities and Exchange Commission on January 16, 2015.



NUMBER
CERT.9999

Viveve Medical, Inc.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
\$0.0001 PAR VALUE COMMON STOCK

SHARES
*****9,000,000*****
CUSIP 999999ZZ9
COMMON STOCK

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION AND 00/100 *
FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF
Viveve Medical, Inc.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: JANUARY 01, 2009

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

By: _____
AUTHORIZED SIGNATURE

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The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations.

TEN COM	- as tenants in common	UNIF GIFT MIN ACT.....Custodian.....
TEN ENT	- as tenants by the entireties	(Cust) (Minor)
JT TEN	- as joint tenants with the right of survivorship and not as tenants in common	Act..... (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto
PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE:

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ shares

of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____, Attorney
to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

X _____

THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE. THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions).

SIGNATURE GUARANTEED:

TRANSFER FEE WILL APPLY

October 4, 2017

Viveve Medical, Inc.
345 Inverness Drive South
Building B, Suite 250
Englewood, Colorado 80112

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 2,400,000 shares (the "Shares") of Common Stock, \$0.0001 par value per share, of Viveve Medical, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2013 Stock Option and Incentive Plan and 2017 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report (which contains an explanatory paragraph relating to the Company's ability to continue as a going concern as described in Note 1 to the consolidated financial statements) dated February 16, 2017 relating to the consolidated financial statements of Viveve Medical, Inc., which appears in the Annual Report on Form 10-K of Viveve Medical, Inc. for the year ended December 31, 2016.

/s/ BPM LLP

San Jose, California
October 4, 2017