

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OrthoPediatrics Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3841
(Primary Standard Industrial
Classification Code Number)

26-1761833
(I.R.S. Employer
Identification Number)

2850 Frontier Drive
Warsaw, IN 46582
(574) 268-6379

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Mark C. Throdahl
President and Chief Executive Officer
OrthoPediatrics Corp.
2850 Frontier Drive
Warsaw, IN 46582
(574) 268-6379

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jeremy E. Hill
Bradley C. Arnett
Tonya Vachirasomboon
Bingham Greenebaum Doll LLP
2700 Market Tower
10 W. Market Street
Indianapolis, IN 46204
(317) 635-8900

Daniel J. Gerritzen
Vice President,
General Counsel and Secretary
OrthoPediatrics Corp.
2850 Frontier Drive
Warsaw, IN 46582
(574) 267-0842

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-228103

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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
Non-accelerated filer

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, \$0.00025 par value per share	\$10,650,750	\$1,383

- (1) The registrant previously registered securities for a primary offering at an aggregate offering price not to exceed \$100,000,000 on a Registration Statement on Form S-3 (File No. 333-228103), which was initially filed by the registrant on November 1, 2018 and declared effective on November 9, 2018 (the "Prior Registration Statement"). Of such securities, an aggregate of \$46,575,000 have been sold under such Registration Statement, leaving a remaining balance of \$53,425,000 as of the date of this filing. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$10,650,750 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities in a primary offering under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such Registration Statements.
- (2) Calculated pursuant to Rule 457(o) of the Securities Act.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including any and all prospectus supplements and all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-3 (File No. 333-228103), which was initially filed by the registrant on [November 1, 2018](#) and declared effective on November 9, 2018, and is being filed solely for the purpose of registering an additional \$10,650,750 of the Company's securities.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

UNDERTAKING

The registrant hereby certifies to the Securities and Exchange Commission that (i) it has instructed its bank to pay the Securities and Exchange Commission the filing fee set forth in the cover page of this Registration Statement by wire transfer of such amount to the Securities and Exchange Commission's account at U.S. Bank as soon as practicable (but no later than the close of business on December 11, 2019); (ii) it will not revoke such instruction; (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee; and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than December 11, 2019.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Bingham Greenebaum Doll LLP
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm
23.2	Consent of Wipfli LLP, independent auditors
23.3	Consent of Bingham Greenebaum Doll LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed on the signature page of the Registrant's Registration Statement on Form S-3 (File No. 333-228103), filed with the Securities and Exchange Commission on November 1, 2018, and incorporated by reference herein.

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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on this 11th day of December, 2019.

ORTHOPEDIATRICS CORP.

By: /s/ Mark C. Throdahl

Mark C. Throdahl

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mark C. Throdahl Mark C. Throdahl	President and Chief Executive Officer (Principal Executive Officer)	December 11, 2019
/s/ Fred L. Hite Fred L. Hite	Chief Financial Officer (Principal Financial and Accounting Officer)	December 11, 2019
*	Chairman of the Board	December 11, 2019
Terry D. Schlotterback		
*	Director	December 11, 2019
Bernie B. Berry, III		
*	Director	December 11, 2019
Stephen F. Burns		
*	Director	December 11, 2019
Bryan W. Hughes		
*	Director	December 11, 2019
Marie C. Infante		
*	Director	December 11, 2019
David R. Pelizzon		
*	Director	December 11, 2019
Samuel D. Riccitelli		
*	Director	December 11, 2019
Harald Ruf		
*	Director	December 11, 2019
Kevin L. Unger		

* Pursuant to power of attorney

By: /s/ Fred L. Hite

Fred L. Hite, Attorney-in-fact



December 11, 2019

OrthoPediatrics Corp.
2850 Frontier Drive
Warsaw, Indiana 46582

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to OrthoPediatrics Corp., a Delaware corporation (the "Company"), in connection with the filing of a registration statement on Form S-3 (the "Registration Statement") pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act") with the Securities and Exchange Commission, relating to an aggregate offering amount of \$10,650,750 shares of common stock, par value \$0.00025 per share ("Common Stock") of the Company (the "Shares"). The Registration Statement incorporates by reference the registration statement on Form S-3 (Registration No. 333-228103), which was declared effective on November 9, 2018 (the "Prior Registration Statement"), including the prospectus which forms a part of the Prior Registration Statement (the "Base Prospectus"). The Base Prospectus provides that it will be supplemented in the future by one or more prospectus supplements (each, a "Prospectus Supplement"). The Shares are being registered for offer and sale from time to time pursuant to either or both of Rule 415 and Rule 462(b) under the Securities Act.

In connection with our representation of the Company, and as a basis for the opinions hereinafter set forth, we have examined: (i) the Registration Statement, including the Prior Registration Statement, the Base Prospectus and the exhibits (including those incorporated by reference) constituting a part of the Registration Statement; (ii) the Amended and Restated Certificate of Incorporation of the Company, as amended to the date hereof (the "Articles"); (iii) the Amended and Restated Bylaws of the Company, as amended to the date hereof (the "Bylaws"); and (iv) such other agreements, proceedings, documents and records and such matters of law as we have deemed necessary or appropriate to enable us to render this opinion. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

For purposes of the opinions contained herein, we have assumed that:

(a) the Company will remain validly existing under Delaware law, the organizational documents of the Company will not be amended or modified in any respect relevant and material to our opinions expressed herein, and the number of Shares offered and sold, will not exceed the number of shares of Company Common Stock authorized under the Articles (as then in effect) and not otherwise reserved for issuance;

(b) the Shares, and the issuance and sale thereof, do not violate any applicable law, are in conformity with the Company's Articles and Bylaws (each, as then in effect), do not result in a default under or breach of any agreement or instrument binding upon the Company, and comply with any applicable requirement or restriction imposed by any court or governmental body having jurisdiction over the Company;

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Indianapolis, IN 46204

(c) the Registration Statement, and any required post-effective amendment thereto, have become effective under the Securities Act and the Base Prospectus and any and all Prospectus Supplement(s) required by applicable laws have been delivered and filed as required by such laws; and

(d) with respect to all documents examined by us, the genuineness of all signatures, the legal capacity of all natural persons signatory thereto, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies (including pdfs) and, with respect to all documents examined by us which contained facsimile signatures, that such signatures represent an original signature of the party and have the same force and effect as an original signature.

Based on and subject to the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, provided (i) the issuance of the Company Shares has been duly authorized by all necessary corporate action on the part of the Company, and (ii) the certificates, if any, for the Shares have been duly executed by the Company, countersigned by the transfer agent therefor and duly delivered to the purchasers thereof against payment therefor, then the Shares, when issued and sold as contemplated in the Registration Statement, the Base Prospectus and the related Prospectus Supplement(s) and in accordance with a duly authorized, executed and delivered purchase, underwriting or similar agreement, will be validly issued, fully paid and non-assessable.

The foregoing opinions are based solely on the General Corporation Law of the State of Delaware. We express no opinion herein as to the effect of the laws of any other jurisdiction.

This opinion is limited to the matters expressly stated herein and no opinion is inferred or may be implied beyond the matters expressly stated herein. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinions expressed herein after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference made to us therein. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Bingham Greenebaum Doll LLP

BINGHAM GREENEBAUM DOLL LLP

JEH/BCA/DBW

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 7, 2019, relating to the consolidated financial statements of OrthoPediatics Corp. appearing in the Annual Report on Form 10-K of OrthoPediatics Corp. for the year ended December 31, 2018, and to the reference to us under the heading “Experts” in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP
Indianapolis, Indiana
December 11, 2019

Consent of Independent Auditors

We consent to the incorporation by reference in this Registration Statement on Form S-3 and Registration Statement No. 333-228103 on Form S-3 of OrthoPediatrics Corp. of our report dated July 30, 2019, relating to our audit of the combined financial statements of Vilex in Tennessee Inc. and Affiliate as of December 31, 2018 and 2017, and for the years then ended, included in the Current Report on Form 8-K/A filed on August 20, 2019, and to the reference to us under the heading “Experts” in the Prospectus, which is part of the Registration Statements.

/s/ Wipfli LLP
December 10, 2019
Lincolnshire, Illinois
