

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

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

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**LeMaitre Vascular, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**04-2825458**

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

**LeMaitre Vascular, Inc.**

**63 Second Avenue**

**Burlington, Massachusetts 01803**

(Address of Principal Executive Offices) (Zip Code)

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**Second Amended and Restated 2006 Stock Option and Incentive Plan**

(Full title of the plan)

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**George W. LeMaitre**

**Chairman and Chief Executive Officer**

**LeMaitre Vascular, Inc.**

**63 Second Avenue**

**Burlington, Massachusetts 01803**

(Name and address of agent for service)

**(781) 221-2266**

Telephone number, including area code, of agent for service.

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*Copies to:*

**Nicole Brookshire, Esq.**

**Cooley LLP**

**500 Boylston Street**

**Boston, Massachusetts 02116**

**(617) 937-2300**

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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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities To Be Registered	Amount To Be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Common Stock, par value \$0.01 per share	1,500,000	\$5.8751 - \$6.995	\$10,309,858.87	\$1,196.98

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (the "Registration Statement") shall also cover any additional shares of the registrant's common stock that become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that increases the number of outstanding shares of the registrant's common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based (a) upon the weighted average exercise price for outstanding options granted under the registrant's Second Amended and Restated 2006 Stock Option and Incentive Plan (the "2006 Stock Plan") or (b) with respect to shares reserved for future issuance under the 2006 Stock Plan, upon the average of the high and low prices of the registrant's common stock as reported on The Nasdaq Global Market on May 10, 2011, in accordance with Rule 457(c) of the Securities Act. The chart below details the calculations of the registration fee:

Title of Securities to be Registered	Number of Shares	Offering Price Per Share (2)	Aggregate Offering Price
Common Stock, par value \$0.01 per share, issuable upon the exercise of outstanding options granted under the 2006 Stock Plan	163,087	\$5.8751(2)(a)	\$958,152.43
Common Stock, par value \$0.01 per share, reserved for future issuance under the 2006 Stock Plan	1,336,913	\$6.995 (2)(b)	\$9,351,706.44
<b>Proposed Maximum Aggregate Offering Price</b>			<b>\$10,309,858.87</b>
<b>Registration Fee</b>			<b>\$1,196.98</b>

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 1,500,000 additional shares of Common Stock, \$0.01 par value per share (the "Common Stock"), of LeMaitre Vascular, Inc. (the "Registrant") which are reserved for issuance under the Registrant's Second Amended and Restated 2006 Stock Option and Incentive Plan.

### INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The securities subject to this Registration Statement on Form S-8 are of the same class as the Registrant's Common Stock for which the Registrant has previously filed Registration Statements on Form S-8 under the Securities Act. Accordingly, the contents of the Registrant's Registration Statements on (i) Form S-8 (File No. 333-138181) filed with the Securities and Exchange Commission on October 24, 2006; and (ii) Form S-8 (File No. 333-161361) as filed with the Securities and Exchange Commission on August 14, 2009, are hereby incorporated by reference herein.

### EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1 to this Registration Statement).
23.2	Consent of Ernst & Young LLP.
24.1	Power of Attorney (included as part of the signature page of this Registration Statement).
99.1(1)	Second Amended and Restated 2006 Stock Option and Incentive Plan and form of agreements thereunder.
(1)	Previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-33092), originally filed with the SEC on June 18, 2010, and incorporated by reference herein.

Pursuant to the requirements of the Securities Act, 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 Burlington, Commonwealth of Massachusetts, on May 11, 2011.

LEMAITRE VASCULAR, INC.

By: /s/ George W. LeMaitre  
George W. LeMaitre  
Chairman and Chief Executive Officer

#### POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of George W. LeMaitre, David B. Roberts and Aaron M. Grossman, and each or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's 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 documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, 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, this Registration Statement and Power of Attorney has been signed by the following person in the capacities on the dates indicated.

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ George W. LeMaitre</u> George W. LeMaitre	Chairman, Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )	May 11, 2011
<u>/s/ Joseph P. Pellegrino, Jr.</u> Joseph P. Pellegrino, Jr.	Chief Financial Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )	May 11, 2011
<u>/s/ Russell D. Hays</u> Russell D. Hays	Director	May 11, 2011
<u>/s/ Michael C. Jackson</u> Michael C. Jackson	Director	May 11, 2011
<u>/s/ Lawrence J. Jasinski</u> Lawrence J. Jasinski	Director	May 11, 2011
<u>/s/ Comelia W. LeMaitre</u> Comelia W. LeMaitre	Vice President, Human Resources and Director	May 11, 2011
<u>/s/ George D. LeMaitre, M.D.</u> George D. LeMaitre, M.D.	Director	May 11, 2011
<u>/s/ John J. O'Connor</u> John J. O'Connor	Director	May 11, 2011
<u>/s/ David B. Roberts</u> David B. Roberts	President and Director	May 11, 2011
<u>/s/ William N. Thomdike, Jr.</u> William N. Thomdike, Jr.	Director	May 11, 2011

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**INDEX TO EXHIBITS**

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Nicole Brookshire  
(617) 937-2357  
nbrookshire@cooley.com

VIA EDGAR

May 11, 2011

LeMaitre Vascular, Inc.  
63 Second Avenue  
Burlington, MA 01803

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by LeMaitre Vascular, Inc., a Delaware corporation (the "**Company**"), of a Registration Statement on Form S-8 (the "**Registration Statement**") with the U.S. Securities and Exchange Commission covering the offering of up to one million five hundred thousand (1,500,000) shares of the Company's Common Stock, \$0.01 par value, (the "**Shares**") pursuant to its Second Amended and Restated 2006 Stock Option and Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined the Registration Statement and related Prospectus, your Certificate of Incorporation and Bylaws, as currently in effect, the Plan and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

Our opinion is expressed only with respect to the federal laws of the United States of America and the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related Prospectus, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

**COOLEY LLP**

By:           /s/ NICOLE BROOKSHIRE            
Nicole Brookshire, Esq.

75970 v1/BN

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Second Amended and Restated 2006 Stock Option and Incentive Plan of LeMaitre Vascular, Inc. of our report dated March 30, 2011, with respect to the consolidated financial statements of LeMaitre Vascular, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
May 11, 2011