

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

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

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

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**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

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**33-1007393**  
(IRS Employer Identification No.)

**2060 Centre Pointe Boulevard, Suite 7**  
**Mendota Heights, Minnesota 55120**  
(Address of principal executive offices) (Zip Code)

**BioDrain Medical, Inc. 2008 Equity Incentive Plan, as amended**  
(full title of the plan)

**Kevin R. Davidson**  
**Chief Executive Officer**  
**BioDrain Medical, Inc.**  
**2060 Centre Pointe Boulevard, Suite 7**  
**Mendota Heights, Minnesota 55120**  
(Name and address of agent for service)

**(651) 389-4800**  
(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.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>

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**CALCULATION OF REGISTRATION FEE**

<u>Title of Securities to be registered</u>	<u>Amount to be registered(1)</u>	<u>Proposed maximum offering price per share(2)</u>	<u>Proposed maximum aggregate offering price(2)</u>	<u>Amount of registration fee(3)</u>
Common Stock, \$.01 par value	4,000,000	\$ 0.27	\$ 1,080,000	\$ 125.39
TOTAL	4,000,000	\$ 0.27	\$ 1,080,000	\$ 125.39

(1) This registration statement shall also cover any additional shares of common stock which become issuable under this BioDrain Medical, Inc. 2008 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the registrant's receipt of consideration which results in an increase in the number of the outstanding shares of registrant's common stock.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, based on the average of the high and low prices of the registrant's common stock as reported by the Over-The-Counter Bulletin Board on July 8, 2011.

(3) Calculated pursuant to General Instruction E on Form S-8.

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## GENERAL INSTRUCTION E INFORMATION

This registration statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a registration statement of the registrant on Form S-8 relating to the same employee benefit plan is effective.

The contents of the registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on September 23, 2010 (File No. 333-169556) are hereby incorporated by reference.

### Item 8. Exhibits.

- 5.1 Opinion regarding legality (including consent) \*
- 10.1 2008 Equity Incentive Plan (1)
  
- 10.2 Amendment No. 1 to 2008 Equity Incentive Plan (2)
- 10.3 Amendment No. 1 to 2008 Equity Incentive Plan (3)
- 23.1 Consent of Olsen Thielen & Co., Ltd.\*

\*Filed herewith.

(1) Incorporated by reference from the registrant's registration statement on Form S-1 filed with the Securities and Exchange Commission on November 12, 2008 as file number 333-155299.

(2) Incorporated by reference from the registrant's current report on Form 8-K filed with the Securities and Exchange Commission on June 23, 2010.

(3) Incorporated by reference from the registrant's current report on Form 8-K filed with the Securities and Exchange Commission on June 15, 2011.

### Item 9. Undertakings

(a) The undersigned registrant hereby undertakes to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement 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;

(b) 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 to be deemed to be the initial bona fide offering thereof;

(c) 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.

(d) 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(s) 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.

(e) 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.

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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 City of Mendota Heights, State of Minnesota on July 13, 2011.

BIODRAIN MEDICAL, INC.

By: /s/ Kevin R. Davidson  
Kevin R. Davidson,  
President, Chief Executive Officer, Chief  
Financial Officer and Director

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.

July 13, 2011	<u>/s/ Lawrence W. Gadbow</u> Lawrence W. Gadbow Chairman of the Board of Directors
July 13, 2011	<u>/s/ Kevin R. Davidson</u> Kevin R. Davidson President, Chief Executive Officer, Chief Financial Officer and Director (Principal Executive Officer and Principal Financial Officer)
July 13, 2011	<u>/s/ Chad A. Ruwe</u> Chad A. Ruwe Chief Operating Officer and Director
July 13, 2011	<u>/s/ Peter L. Morawetz</u> Peter L. Morawetz Director
July 13, 2011	<u>/s/ Thomas J. McGoldrick</u> Thomas J. McGoldrick Director
July 13, 2011	<u>/s/ Andrew P. Reding</u> Andrew P. Reding Director

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**RICHARDSON & PATEL LLP**  
**10900 Wilshire Boulevard**  
**Suite 500**  
**Los Angeles, California 90024**  
**Telephone (310) 208-1182**  
**Facsimile (310) 208-1154**

July 14, 2011

Board of Directors  
BioDrain Medical, Inc.  
2060 Centre Pointe Boulevard, Suite 7  
Mendota Heights, Minnesota 55120

Re: **BioDrain Medical, Inc. 2008 Equity Incentive Plan, as amended (the "Plan")**

Gentlemen:

We have acted as counsel to BioDrain Medical, Inc., a Minnesota corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933 of the Company's Registration Statement on Form S-8 relating to 4,000,000 shares of the Company's common stock, par value \$0.01 (the "Shares").

In connection with that registration, we have reviewed the proceedings of the Board of Directors of the Company relating to the Plan and the proposed issuance of the Shares, the Articles of Incorporation of the Company and all amendments thereto, the Bylaws of the Company and all amendments thereto, and such other documents and matters as we have deemed necessary to the rendering of the following opinion.

Based upon that review, it is our opinion that the Shares, when issued in conformance with the terms and conditions of the Plan, will be legally issued, fully paid, and non-assessable. We do not find it necessary for the purposes of this opinion to cover, and accordingly we express no opinion as to, the application of the securities or blue sky laws of the various states as to the issuance and sale of the Shares.

Very truly yours,

**RICHARDSON & PATEL LLP**

/s/ Richardson & Patel LLP

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**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 dated March 31, 2011, which expresses an unqualified opinion and includes an explanatory paragraph referring to the Company's ability to continue as a going concern, appearing in the Annual Report on Form 10-K of BioDrain Medical, Inc. for the year ended December 31, 2010.

Olsen, Thielen & Co. Ltd.  
/s/ Olsen, Thielen & Co. Ltd.

St. Paul, Minnesota  
July 12, 2011

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