

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

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

BlossomHill Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-1578711
(I.R.S. Employer
Identification No.)

10255 Science Center Drive
Suite 200
San Diego, California
(Address of Principal Executive Offices)

92121
(Zip Code)

BlossomHill Therapeutics, Inc. 2020 Equity Incentive Plan, as amended
BlossomHill Therapeutics, Inc. 2026 Equity Incentive Plan
BlossomHill Therapeutics, Inc. 2026 Employee Stock Purchase Plan
(Full titles of the plans)

J. Jean Cui, Ph.D.
President and Chief Executive Officer
BlossomHill Therapeutics, Inc.
10255 Science Center Drive,
Suite 200
San Diego, California 92121
(858) 732-3880

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

Copies to:

Kenneth J. Rollins
Charles S. Kim
Edmond J. Lay
Cooley LLP
10265 Science Center Drive
San Diego, CA 92121
(858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. ☐

PART I
INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “Securities Act”) and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

BlossomHill Therapeutics, Inc. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) The Registrant’s prospectus filed on August 7, 2026 pursuant to [Rule 424\(b\)](#) of the Securities Act relating to the Registrant’s Registration Statement on [Form S-1](#), as amended (File No. 333-297512), initially filed with the Commission on July 17, 2026, which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed; and
- (b) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on August 4, 2026 (File No. 001-43435) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. 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 herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

As permitted by Sections 102 and 145 of the General Corporation Law of the State of Delaware (the “DGCL”), the Registrant has adopted provisions in its amended and restated certificate of incorporation and amended and restated bylaws that limit or eliminate the personal liability of its directors for a breach of their fiduciary duty of care as a director. The duty of care generally requires that, when acting on behalf of the corporation, directors exercise an informed business judgment based on all material information reasonably available to them. Consequently, a director will not be personally liable to the Registrant or its stockholders for monetary damages for 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 act related to unlawful stock repurchases, redemptions or other distributions or payment of dividends; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not affect the availability of equitable remedies such as injunctive relief or rescission. The Registrant's amended and restated certificate of incorporation also authorizes it to indemnify its officers, directors and other agents to the fullest extent permitted under Delaware law.

As permitted by Section 145 of the DGCL, the Registrant's amended and restated bylaws provide that:

- the Registrant may indemnify its directors, officers, employees and other agents to the fullest extent permitted by the DGCL, subject to limited exceptions;
- the Registrant may advance expenses to its directors, officers and employees in connection with a legal proceeding, subject to limited exceptions; and
- the rights provided in the Registrant's bylaws are not exclusive.

The Registrant's amended and restated certificate of incorporation and its bylaws, as amended, provide for the indemnification provisions described above. The Registrant has entered or will enter into, and intends to continue to enter into, separate indemnification agreements with its directors and officers that may be broader than the specific indemnification provisions contained in the DGCL. These indemnification agreements generally require the Registrant to, among other things, indemnify its officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct. These indemnification agreements also generally require the Registrant to advance any expenses incurred by the directors or officers as a result of any proceeding against them as to which they could be indemnified. These indemnification provisions and the indemnification agreements may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities, including reimbursement of expenses incurred, arising under the Securities Act.

The Registrant has purchased and currently intends to maintain insurance on behalf of each and every person who is one of its directors or officers, within the limits and subject to the terms and conditions thereof, against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-43435), filed with the Commission on August 10, 2026).</u>
4.2	<u>Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-297512), filed with the Commission on July 17, 2026).</u>
4.3	<u>Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-297512), filed with the Commission on August 3, 2026).</u>
4.4	<u>Third Amended and Restated Investor Rights Agreement, dated December 28, 2023, by and among the Registrant and the investors named therein (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-297512), filed with the Commission on July 17, 2026).</u>
5.1*	<u>Opinion of Cooley LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on signature page).</u>
99.1	<u>BlossomHill Therapeutics, Inc. 2026 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1/A (File No. 333-297512), filed with the Commission on August 3, 2026).</u>
99.2	<u>Forms of Stock Option Grant Notice, Option Agreement and Notice of Exercise under the BlossomHill Therapeutics, Inc. 2026 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1/A (File No. 333-297512), filed with the Commission on July 17, 2026).</u>
99.3	<u>BlossomHill Therapeutics, Inc. 2026 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1/A (File No. 333-297512), filed with the Commission on August 3, 2026).</u>
99.4	<u>BlossomHill Therapeutics, Inc. 2020 Equity Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-297512), filed with the Commission on July 17, 2026).</u>
99.5	<u>Forms of Option Notice Agreement, Option Exercise Agreement and Early Exercise Stock Plan Agreement under BlossomHill Therapeutics, Inc. 2020 Equity Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 333-297512), filed with the Commission on July 17, 2026).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

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;
 - (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 set forth 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 a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (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) do not apply if the Registration Statement is on Form S-8, and 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 Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, 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, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 San Diego, California, on August 10, 2026.

BLOSSOMHILL THERAPEUTICS, INC.

By: /s/ J. Jean Cui, Ph.D.

J. Jean Cui, Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jason Keyes, MBA and Vincent Liptak, J.D., Ph.D., MBA and each of them, as his or her true and lawful attorneys-in-fact and agents, and each of them, with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with 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 and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/ J. Jean Cui, Ph.D.</u> J. Jean Cui, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	August 10, 2026
<u>/s/ Jason Keyes, MBA</u> Jason Keyes, MBA	Chief Financial Officer (Principal Financial and Accounting Officer)	August 10, 2026
<u>/s/ Y. Peter Li, Ph.D.</u> Y. Peter Li, Ph.D.	Executive Chairman	August 10, 2026
<u>/s/ Sundeep Agrawal, M.D.</u> Sundeep Agrawal, M.D.	Director	August 10, 2026
<u>/s/ Bihua Chen, MBA</u> Bihua Chen, MBA	Director	August 10, 2026
<u>/s/ Carl L. Gordon, Ph.D., CFA</u> Carl L. Gordon, Ph.D., CFA	Director	August 10, 2026
<u>/s/ Sheila Gujrathi, M.D.</u> Sheila Gujrathi, M.D.	Director	August 10, 2026
<u>/s/ John Schmid, MBA</u> John Schmid, MBA	Director	August 10, 2026



Kenneth J. Rollins
+1 (858) 550 6136
krollins@cooley.com

August 10, 2026

BlossomHill Therapeutics, Inc.
10255 Science Center Drive, Suite 200
San Diego, CA 92121

Ladies and Gentlemen:

We have acted as counsel to BlossomHill Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) covering the offering by the Company of up to 5,583,057 shares (the “**Shares**”) of its common stock, par value \$0.0001 per share (“**Common Stock**”), consisting of (a) 1,102,418 shares of Common Stock issuable pursuant to the Company’s 2020 Equity Incentive Plan (the “**2020 Plan**”), (b) 4,178,110 shares of Common Stock issuable pursuant to the Company’s 2026 Equity Incentive Plan (the “**2026 Plan**”) and (c) 302,529 shares of Common Stock issuable pursuant to the Company’s 2026 Employee Stock Purchase Plan (together with the 2020 Plan and the 2026 Plan, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the Plans and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

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 Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

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BlossomHill Therapeutics, Inc.

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Sincerely,

Cooley LLP

By: /s/ Kenneth J. Rollins

Kenneth J. Rollins

Cooley LLP 10265 Science Center Dr., San Diego, CA 92121

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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 April 24, 2026 (August 3, 2026 as to the effects of the reverse stock split described in Note 10), relating to the financial statements of BlossomHill Therapeutics, Inc., appearing in Registration Statement No. 333-297512 on Form S-1 of BlossomHill Therapeutics, Inc.

/s/ Deloitte & Touche LLP

San Diego, California

August 10, 2026

Calculation of Filing Fee Tables

S-8

BlossomHill Therapeutics, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, \$0.0001 par value per share, issuable upon exercise of outstanding options granted pursuant to the 2020 Equity Incentive Plan, as amended	Other	1,102,418	\$ 7.21	\$ 7,948,433.78	0.0001381	\$ 1,097.68
2	Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2026 Equity Incentive Plan	Other	2,633,511	\$ 16.00	\$ 42,136,176.00	0.0001381	\$ 5,819.01
3	Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2026 Employee Stock Purchase Plan	Other	302,529	\$ 13.60	\$ 4,114,394.40	0.0001381	\$ 568.20
4	Equity	Common Stock, \$0.0001 par value per share, issuable upon exercise of outstanding options	Other	1,544,599	\$ 16.00	\$ 24,713,584.00	0.0001381	\$ 3,412.95

	granted pursuant to the 2026 Equity Incentive Plan						
Total Offering Amounts:				\$	\$ 10,897.84		
				78,912,588.18			
Total Fee Offsets:					\$ 0.00		
Net Fee Due:					\$ 10,897.84		

Offering Note

- ¹ (A) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock ("Common Stock") of BlossomHill Therapeutics, Inc. (the "Registrant") that become issuable under the Registrant's 2020 Equity Incentive Plan, as amended (the "2020 Plan"), the Registrant's 2026 Equity Incentive Plan (the "2026 Plan"), or the Registrant's 2026 Employee Stock Purchase Plan (the "2026 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction. (B) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 1,102,418 shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the 2020 Plan are calculated using the weighted-average exercise price of \$7.21 per share for such stock options. (C) Represents shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the 2020 Plan. No additional stock awards will be granted under the 2020 Plan. The shares of Common Stock reserved for issuance pursuant to such stock options will become available for issuance under the 2026 Plan to the extent any such shares (i) are not issued because such stock award or any portion thereof expires or otherwise terminates without all of the shares covered by such stock award having been issued, (ii) are not issued because such stock award or any portion thereof is settled in cash, (iii) are forfeited back to or repurchased by the Registrant because of the failure to meet a contingency or condition required for the vesting of such shares, (iv) are withheld or reacquired to satisfy the exercise, strike or purchase price, or (v) are withheld or reacquired to satisfy a tax withholding obligation. See footnote 2(B) below.
- ² (A) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated on the basis of \$16.00 per share (the "IPO Price"), which is the initial public offering price per share of the Registrant's Common Stock as set forth in the Registrant's registration statement on Form S-1 (File No. 333-297512), as amended (the "S-1 Registration Statement"), that became effective on August 6, 2026. (B) Represents 2,633,511 shares of Common Stock reserved for future grant under the 2026 Plan. The 2026 Plan provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2026 Plan on January 1st of each year, commencing on January 1, 2027 and ending on (and including) January 1, 2036, in an amount equal to 5% of the Share Reserve Increase Stock (as defined in the 2026 Plan) outstanding on December 31 of the preceding year; provided, however, that the Board may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock. This explanation is provided for information purposes only. The issuance of such additional shares is not being registered on this Registration Statement. In addition, to the extent that any stock options outstanding under the 2020 Plan expire, terminate prior to exercise or settlement, are not issued because the award is settled in cash, are forfeited because of the failure to vest, or are reacquired or withheld (or not issued) to satisfy a tax withholding obligation or the purchase or exercise price, the shares of Common Stock reserved for issuance pursuant to such stock options will become available for issuance under the 2026 Plan. See footnote 1(C) above.
- ³ (A) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated on the basis of the IPO Price, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2026 ESPP. (B) Represents 302,529 shares of Common Stock reserved for future grant under the 2026 ESPP. The 2026 ESPP provides that an additional number of shares of Common Stock will automatically be added annually to the shares authorized for issuance under the 2026 ESPP on January 1st of each year, commencing on January 1, 2027 and ending on (and including) January 1, 2036, in an amount equal to the lesser of (x) 1% of the Share Reserve Increase Stock (as defined in the 2026 ESPP) outstanding on December 31st of the preceding calendar year, and (y) 907,587 shares of Common Stock; provided, however, that the Registrant's board of directors may act prior to January 1st of a given year to provide that there will be no increase in the share reserve for such calendar year or that the increase for such year will be a lesser number of shares of Common Stock than would otherwise occur. This explanation

⁴ (A) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The amount registered represents shares of Common Stock that may be issued upon the exercise of outstanding options granted under the 2026 Plan. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 1,544,599 shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the 2026 Plan are calculated using the weighted-average exercise price of \$16.00 per share for such stock options.

☒ Not Applicable[illegible]