
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

SAB Biotherapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

85-3899721

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

**777 W 41st St., Suite 401
Miami Beach, Florida**

(Address of Principal Executive Offices)

33140

(Zip Code)

**SAB Biotherapeutics, Inc. 2021 Omnibus Equity Incentive Plan,
As Amended**
(Full title of the plans)

Samuel J. Reich
Chief Executive Officer
SAB Biotherapeutics, Inc.
777 W 41st St., Suite 401
Miami Beach, Florida 33140
(Name and address of agent for service)

(305)-845-2813
(Telephone number, including area code, of agent for service)

Copies to:

Ilan Katz, Esq.
Brian Lee, Esq.
Grant Levine, Esq.
Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020
Tel: (212) 768-6700

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.

EXPLANATORY NOTE

SAB Biotherapeutics, Inc., a Delaware corporation (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) for the purpose of registering an additional 15,787,100 shares of its common stock, par value \$0.0001 per share (the “Common Stock”), issuable to eligible persons under the SAB Biotherapeutics, Inc. 2021 Omnibus Equity Incentive Plan (as amended, the “2021 Plan”), which shares are in addition to the shares registered on the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on February 1, 2022 (File No. 333-262452), the registration statement on Form S-8 filed with the Commission on February 23, 2024 (File No. 333-277314), the registration statement on Form S-8 filed with the Commission on August 12, 2024 (File No. 333-281499), the registration statement on Form S-8 filed with the Commission on April 3, 2025 (File No. 333-286368), and the registration statement on Form S-8 filed with the commission on December 15, 2025 (File No. 333-292143) (together, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E (“General Instruction E”) to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), regarding Registration of Additional Securities. Pursuant to General Instruction E, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the 2021 Plan, are incorporated herein by reference and made part of this Registration Statement, except to the extent supplemented, amended and superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission by the Registrant pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference into this Registration Statement:

- the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on [March 9, 2026](#);
- the Registrant’s Current Reports on Form 8-K filed with the SEC on [January 7, 2026](#); [January 12, 2026](#); [March 10, 2026](#); and [March 19, 2026](#); and
- the description of the Registrant’s common stock and warrants contained in the Registrant’s registration statement on [Form 8-A filed with the SEC on January 8, 2021](#), including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all of the shares of Common Stock offered have been sold or that deregisters all of such shares 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 the 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 to the extent that a statement contained herein or in any other subsequently filed document which 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 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 Current Report on Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of the registrant (incorporated by reference to Exhibit 3.1 to the current report on Form 8-K, filed with the Commission on October 28, 2021).
4.2	Amended and Restated Bylaws of the registrant (incorporated by reference to Exhibit 3.2 to the current report on Form 8-K filed with the Commission on October 28, 2021).
4.3	Specimen Common Stock Certificate of the Company (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-1 January 4, 2021).
4.4	Certificate of Designation of Preferences, Rights and Limitations of the Series A Convertible Voting Preferred Stock (incorporated by reference to Exhibit 3.1 to the current report on Form 8-K, filed with the Commission on October 2, 2023).
4.5	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the current report on form 8-K, filed with the Commission on November 22, 2023).
4.6	Certificate of Amendment to the Certificate of Incorporation, as amended and restated, dated January 2, 2024 (incorporated by reference to Exhibit 3.1 to the current report on Form 8-K, filed with the Commission on January 3, 2024).
4.7	Certificate of Designations of Preferences, Rights and Limitations of the Series B Convertible Non-Voting Preferred Stock (incorporated by reference to Exhibit 3.1 to the current report on form 8-K, filed with the Commission on July 21, 2025).
5.1*	Opinion of Dentons US LLP.
23.1*	Consent of EisnerAmper LLP, independent registered public accounting firm.
23.2*	Consent of Dentons US LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page of this registration statement).
99.1	SAB Biotherapeutics, Inc. 2021 Omnibus Equity Incentive Plan, as amended. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 26, 2025).
107*	Filing Fee Table.

*Filed herewith.

/s/ Andrew Moin
Andrew Moin

Director

March 31, 2026

/s/ William Polvino, MD
William Polvino, MD

Director

March 31, 2026

/s/ Jay Skyler, MD
Jay Skyler, MD

Director

March 31, 2026

Dentons US LLP
1221 Avenue of the Americas
New York, NY 10020-1089
United States

T: 212-768-6700
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dentons.com

March 31, 2026

SAB Biotherapeutics, Inc.
777 W 41st St
Miami Beach, Florida, 33140

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to SAB Biotherapeutics, Inc., a corporation organized under the laws of the State of Delaware (the “Company”), in connection with the registration under the Securities Act of 1933, as amended (the “Securities Act”) of the issuance from time to time of 15,787,100 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), pursuant to the Company’s 2021 Omnibus Equity Incentive Plan (as amended, the “2021 Plan”) on a Registration Statement on Form S-8 being filed on the date hereof by the Company with the U.S. Securities and Exchange Commission (the “Commission”) under the Securities Act (such registration statement, as it may be amended, the “Registration Statement”).

We are delivering this opinion to you in accordance with your request and in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with rendering this opinion, we have examined originals, certified copies or copies otherwise identified as being true copies of the following:

1. the Registration Statement, together with the exhibits filed as a part thereof and including any documents incorporated by reference therein;
2. the Amended and Restated Certificate of Incorporation of the Company, as amended;
3. the Amended and Restated Bylaws of the Company;
4. the 2021 Plan;
5. corporate resolutions and proceedings of the Company relating to the registration of the Shares; and
6. such other instruments and documents as we have deemed relevant or necessary in connection with our opinions set forth herein.

We have made such examination of law as we have deemed necessary to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all

signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies.

Based on the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, we are of the opinion, assuming no change in the applicable law or pertinent facts and having due regard for such legal considerations as we deem relevant, that the Shares, when issued and paid for in accordance with the terms of the 2021 Plan, will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any jurisdiction other than the State of New York (excluding local laws), Delaware corporate law (which includes the Delaware General Corporate Law and applicable provisions of the Delaware constitution, as well as reported judicial opinions interpreting the same), and the federal laws of the United States of America.

This opinion is solely for your benefit and may not be furnished to, or relied upon by, any other person or entity without the express prior written consent of the undersigned, however, we hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement. We do not, by giving such consent, admit that we are 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/ Dentons US LLP

Dentons US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of SAB Biotherapeutics, Inc. on Form S-8 to be filed on or about March 31, 2026 of our report dated March 9, 2026, on our audits of the financial statements as of December 31, 2025 and 2024 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed March 9, 2026.

/s/ EisnerAmper LLP

EISNERAMPER LLP
Iselin, New Jersey
March 31, 2026

CALCULATION OF FILING FEE TABLES
Form S-8
(Form Type)
SAB Biotherapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)
Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001	457(c) and 457(h)	15,787,100	\$ 3.820 (2)	\$ 60,306,722	0.0001381	\$ 8,328.36
					Total Offering Amounts	\$ 60,306,722	\$ 8,328.36
					Total Fee Offsets (3)		—
					Net Fee Due		<u>\$ 8,328.36</u>

- (1) This Registration Statement covers an additional 15,787,100 shares of common stock of the Registrant authorized to be offered and sold under the SAB Biotherapeutics, Inc. 2021 Omnibus Equity Incentive Plan (as amended, the “2021 Plan”). In addition, pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the 2021 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
- (2) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price of the Registrant’s common stock are based upon the average of the high and low prices of the Common Stock on March 25, 2026, as reported on the Nasdaq Stock Market, which date is within five business days prior to the filing of this Registration Statement.
- (3) The Registrant does not have any fee offsets.

