

---

---

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

---

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

---

**Beta Bionics, Inc.**  
(Exact name of registrant as specified in its charter)

---

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

**47-5386878**  
(I.R.S. Employer  
Identification No.)

**11 Hughes**  
**Irvine, California 92618**  
(Address of Principal Executive Offices)

**92618**  
(Zip Code)

**Beta Bionics, Inc. 2025 Equity Incentive Plan**  
**Beta Bionics, Inc. 2025 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Sean Saint**  
**President and Chief Executive Officer**  
**Beta Bionics, Inc.**  
**11 Hughes**  
**Irvine, California 92618**  
**(949) 427-7785**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

*Copies to:*

**Carlos Ramirez**  
**Mark Weeks**  
**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.

---

---

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Beta Bionics, Inc. (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered its shares of common stock, par value \$0.0001 per share, for issuance under the Registrant’s 2025 Equity Incentive Plan and the Registrant’s 2025 Employee Stock Purchase Plan under the Registrant’s Registration Statement on Form S-8 (the “Prior Registration Statement”) filed with the Commission on [February 3, 2025](#) (File No. 333-284655). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement referenced above.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

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 Current Report on Form 8-K filed with the Commission on [January 30, 2026](#) (File No. 001-42491) (to the extent the information in such report is filed and not furnished);
- (b) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed with the Commission on February 24, 2026 (File No. 001-42491); and
- (c) The description of the Registrant's common stock contained in the Registrant's Registration Statement on [Form 8-A](#) filed on January 27, 2025 (File No. 001-42491) 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, including [Exhibit 4.3](#) to the Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2024, filed with the Commission on March 28, 2025 (File No. 001-42491).

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 8. Exhibits.**

The exhibits to this Registration Statement are listed below:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>	<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant.</a>	8-K	001-42491	3.1	01/31/25	
4.2	<a href="#">Amended and Restated Bylaws of the Registrant.</a>	S-1	333-284147	3.4	01/06/25	
4.3	<a href="#">Form of Common Stock Certificate.</a>	S-1/A	333-284147	4.1	01/22/25	
4.4	<a href="#">Amended and Restated Investor Rights Agreement, dated November 8, 2024, by and among the Registrant and certain of its stockholders.</a>	S-1	333-284147	4.2	01/06/25	
5.1	<a href="#">Opinion of Cooley LLP.</a>					X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>					X
23.2	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>					X
24.1	<a href="#">Power of Attorney (included on signature page).</a>					X
99.1	<a href="#">Beta Bionics, Inc. 2025 Equity Incentive Plan.</a>	S-8	333-284655	99.3	02/03/25	
99.2	<a href="#">Beta Bionics, Inc. 2025 Employee Stock Purchase Plan.</a>	S-8	333-284655	99.8	02/03/25	
107	<a href="#">Filing Fee Table.</a>					X

## 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 Irvine, California, on February 24, 2026.

### BETA BIONICS, INC.

By: /s/ Sean Saint  
Sean Saint  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sean Saint and Stephen Feider 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sean Saint</u> Sean Saint	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 24, 2026
<u>/s/ Stephen Feider</u> Stephen Feider	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 24, 2026
<u>/s/ Adam Lezack</u> Adam Lezack	Chairperson of the Board of Directors	February 24, 2026
<u>/s/ Sean Carney</u> Sean Carney	Director	February 24, 2026
<u>/s/ Dan Dearen</u> Dan Dearen	Director	February 24, 2026
<u>/s/ Christy Jones</u> Christy Jones	Director	February 24, 2026
<u>/s/ Gerard Michel</u> Gerard Michel	Director	February 24, 2026
<u>/s/ Maria Palasis, Ph.D.</u> Maria Palasis, Ph.D.	Director	February 24, 2026



Carlos Ramirez  
T: (858) 550-6157  
cramirez@cooley.com

February 24, 2026

Beta Bionics, Inc.  
11 Hughes  
Irvine, California 92618

Ladies and Gentlemen:

We have acted as counsel to Beta Bionics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 2,661,651 shares (the "**Shares**") of the Company's Common Stock, \$0.0001 par value per share, consisting of (i) 2,218,043 shares of Common Stock issuable pursuant to the Company's 2025 Equity Incentive Plan (the "**Incentive Plan**"), and (ii) 443,608 shares of the Common Stock issuable pursuant to the Company's 2025 Employee Stock Purchase Plan (together with the Incentive Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (i) the Registration Statement and the related prospectuses, (ii) the Company's certificate of incorporation and bylaws, each as currently in effect, (iii) the Plans, and (iv) such other records, documents, certificates, opinions, 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 by 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.

Cooley LLP 10265 Science Center Drive San Diego, CA 92121-1117  
t: +1 858 550-6000 f: +1 858 550 6420 cooley.com



February 24, 2026

Page Two

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.

Sincerely,

Cooley LLP

By: */s/ Carlos Ramirez*

\_\_\_\_\_  
Carlos Ramirez

Cooley LLP 10265 Science Center Drive San Diego, CA 92121-1117  
t: +1 858 550-6000 f: +1 858 550 6420 cooley.com

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2025 Equity Incentive Plan and the 2025 Employee Stock Purchase Plan of Beta Bionics, Inc. of our report dated February 24, 2026, with respect to the financial statements of Beta Bionics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California  
February 24, 2026

# Calculation of Filing Fee Tables

S-8

## Beta Bionics, 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, reserved for issuance pursuant to the 2025 Equity Incentive Plan	Other	2,218,043	\$ 12.69	\$ 28,146,965.67	0.0001381	\$ 3,887.10
2 Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2025 Employee Stock Purchase Plan	Other	443,608	\$ 10.79	\$ 4,786,530.32	0.0001381	\$ 661.02
Total Offering Amounts:					\$ 32,933,495.99		\$ 4,548.12
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 4,548.12

### Offering Note

<sup>1</sup> 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 Beta Bionics, Inc. (the "Registrant") that become issuable under the Registrant's 2025 Equity Incentive Plan (the "2025 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction. The amount registered represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2025 Plan on January 1, 2026 pursuant to an "evergreen" provision contained in the 2025 Plan. Pursuant to such provision, the number of shares initially reserved for issuance under the 2025 Plan will automatically increase on January 1st of each year through (and including) January 1, 2035, in an amount equal to 5% of the total number of shares of Common Stock outstanding on December 31st of the preceding year; provided, however, that the Registrant's board of directors 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. The proposed maximum aggregate offering price per unit and proposed maximum aggregate offering price for the 2,218,043 shares of Common Stock reserved for future grant under the 2025 Plan are made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee, and are based upon the average of the high and low prices of the Common Stock on February 18, 2026, as reported on the Nasdaq Global Market.

<sup>2</sup> Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Registrant's 2025 Employee Stock Purchase Plan (the "2025 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction. The amount registered represents shares of Common Stock that were automatically

