

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

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

Rani Therapeutics Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-3114789
(I.R.S. Employer
Identification No.)

**2051 Ringwood Avenue
San Jose, California 95131**
(Address of Principal Executive Offices) (Zip code)

Rani Therapeutics Holdings, Inc. 2026 Equity Inducement Plan
(Full titles of the plans)

**Talat Imran
Chief Executive Officer
Rani Therapeutics Holdings, Inc.
2051 Ringwood Avenue
San Jose, California 95131
(408) 457-3700**

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

**Copies to:
John McKenna
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

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

Rani Therapeutics Holdings, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 with the Securities and Exchange (the “**SEC**”) for the purpose of registering 5,500,000 shares of Class A common stock to be issued pursuant to the Rani Therapeutics Holdings, Inc. 2026 Equity Inducement Plan (the “**2026 Plan**”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by the rules of the Commission, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the 2026 Plan, as required by Rule 428(b)(1) under the Securities Act of 1933, as amended.

PART II

Item 3. Incorporation Of Certain Documents By Reference.

The following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed with the SEC on March 26, 2026;
- (b) our Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2026, filed with the SEC on May 15, 2026;

(c) the information specifically incorporated by reference into our Annual Report on [Form 10-K](#) for the year ended December 31, 2025 from our Definitive Proxy Statement on [Schedule 14A](#), filed with the SEC on April 16, 2026;

- (d) Our Current Reports on Form 8-K filed with the SEC on [January 2, 2026](#), [May 15, 2026](#), [May 27, 2026](#), [May 29, 2026](#) and [June 30, 2026](#); and

(e) The description of the Registrant's Class A common stock which is contained in [Exhibit 4.2](#) to our Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 26, 2026.

All other reports and documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 contained herein or in any subsequently filed document that also 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.

Item 8. Exhibits.

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.	8-K	001-40672	3.1	January 2, 2026
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	8-K	001-40672	3.2	January 2, 2026
4.3	Specimen Class A common stock certificate of the Registrant.	S-1/A	333-257809	4.1	July 26, 2021
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of Marcum LLP, Independent Registered Public Accounting Firm.				
23.3*	Consent of CBIZ CPAs P.C., Independent Registered Public Accounting Firm				
24.1*	Power of Attorney (included on the signature page of this registration statement).				
99.1	Rani Therapeutics Holdings, Inc. 2026 Equity Inducement Plan.	8-K	001-40672	10.2	June 30, 2026
99.2	Forms of Stock Option Agreement under the Rani Therapeutics Holdings, Inc. 2026 Equity Inducement Plan.	8-K	001-40672	10.3	June 30, 2026
107*	Filing Fee Table				

* Filed herewith

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 Jose, State of California, on July 15, 2026.

RANI THERAPEUTICS HOLDINGS, INC.

By: /s/ Talat Imran
Talat Imran
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Talat Imran and Nicholas M. Maestas, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her 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 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 connection therewith, 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 any of them, or their or his or her substitutes or substitute, 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/ Talat Imran</u> Talat Imran	Chief Executive Officer and Director (Principal Executive Officer)	July 15, 2026
<u>/s/ Nicholas M. Maestas</u> Nicholas M. Maestas	Chief Financial Officer (Principal Financial and Accounting Officer)	July 15, 2026
<u>/s/ Mir Imran</u> Mir Imran	Chairman of the Board	July 15, 2026
<u>/s/ Dennis Ausiello</u> Dennis Ausiello	Director	July 15, 2026
<u>/s/ Jean-Luc Butel</u> Jean-Luc Butel	Director	July 15, 2026
<u>/s/ Abraham Bassan</u> Abraham Bassan	Director	July 15, 2026
<u>/s/ Vasudev Bailey</u> Vasudev Bailey	Director	July 15, 2026
<u>/s/ Lisa Rometty</u> Lisa Rometty	Director	July 15, 2026



John McKenna
+1 650 843 5059
jmckenna@cooley.com

July 15, 2026

Rani Therapeutics Holdings, Inc.
2051 Ringwood Avenue
San Jose, California 95131

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Rani Therapeutics Holdings, 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 5,500,000 shares (the “**Shares**”) of its Class A common stock, par value \$0.0001 per share (“**Common Stock**”), issuable pursuant to the Company’s 2026 Equity Inducement Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Plan, (c) the Company’s certificate of incorporation and bylaws, each as currently in effect, 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 Plan, the Registration Statement and the related prospectus, 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).

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com



Rani Therapeutics Holdings, Inc.
July 15, 2026
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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.

Sincerely,

Cooley LLP

By: /s/ John McKenna
John McKenna

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

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, 2025, with respect to the consolidated financial statements of Rani Therapeutics Holdings, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Marcum LLP

San Jose, California
July 15, 2026

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 26, 2026, with respect to the consolidated financial statements of Rani Therapeutics Holdings, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ CBIZ CPAs P.C.

San Jose, California
July 15, 2026

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