

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

MOONLAKE IMMUNOTHERAPEUTICS
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

98-1711963
(I.R.S. Employer
Identification No.)

Dorfstrasse 29
6300 Zug
Switzerland
41 415108022
(Address of Principal Executive Offices, Zip Code)

MoonLake Immunotherapeutics Amended and Restated 2022 Equity Incentive Plan
(Full title of the plan)

Walkers Corporate Limited
190 Elgin Avenue
George Town, Grand Cayman
KY1-9008, Cayman Islands
+1 (302) 338-9130
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Sean Feller
Gibson, Dunn & Crutcher LLP
2000 Avenue of the Stars Suite 1200N
Los Angeles, CA 90067-4700
(310) 551 - 8746

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	☒	Accelerated filer	☐
Non-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 MoonLake Immunotherapeutics (the “Registrant”) relating to 5,000,000 shares of the Registrant’s Class A ordinary shares, par value \$0.0001 per share (the “Ordinary Shares”), issuable to eligible individuals under the MoonLake Immunotherapeutics Amended and Restated 2022 Equity Incentive Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Not required to be filed with this registration statement.

Item 2. Registrant Information and Employee Plan Annual Information*

Not required to be filed with this registration statement.

* Documents containing the information specified in Part I of Form S-8 have been and/or will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the instructions of Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference herein and shall be deemed to be a part hereof:

- The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed on February 25, 2026;
- The Registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2026 and June 30, 2026 and filed on [May 11, 2026](#) and [August 10, 2026](#), respectively;
- The Registrant's Current Reports on Form 8-K filed on [January 8, 2026](#), [February 23, 2026](#), [June 1, 2026](#), [June 9, 2026](#), [June 22, 2026](#), [June 25, 2026](#) and [July 15, 2026](#);
- The description of the Registrant's Ordinary Shares contained in the Registrant's Registration Statement on [Form 8-A](#) (File No. 001-39630) filed with the Commission on October 19, 2020, pursuant to Rule 12g-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as updated by [Exhibit 4.1](#) to the Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed on February 25, 2026, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities being offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the dates of filing of such documents. Notwithstanding the foregoing, unless specifically stated to the contrary in such filing, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise be included in or deemed to be a part of, 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 contained 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 be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated in the Cayman Islands. Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, civil fraud or the consequences of committing a crime. The Registrant's Memorandum and Articles of Association (the "MAA") provides for indemnification of the Registrant's officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own actual fraud, willful default or willful neglect. The Registrant purchased a policy of directors' and officers' liability insurance that insures the Registrant's officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures the Registrant against their obligations to indemnify their officers and directors.

The Registrant has entered into indemnification agreements with each of its directors and executive officers that obligates the Registrant to indemnify, hold harmless, exonerate, and to advance expenses as incurred, to the fullest extent permitted under applicable law, from damage arising from the fact that such person is or was an officer or director of the Registrant or its subsidiaries.

The indemnification rights set forth above shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any statute, the MAA, any agreement, any vote of shareholders or disinterested directors or otherwise.

The Registrant's indemnification obligations may discourage shareholders from bringing a lawsuit against its officers or directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against the Registrant's officers and directors, even though such an action, if successful, might otherwise benefit the Registrant and its shareholders. Furthermore, a shareholder's investment may be adversely affected to the extent the Registrant pays the costs of settlement and damage awards against its officers and directors pursuant to these indemnification provisions. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or control persons, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	<u>Memorandum and Articles of Association of MoonLake Immunotherapeutics (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K, filed with the Commission on April 11, 2022).</u>
5.1*	<u>Opinion of Walkers (Cayman) LLP</u>
23.1*	<u>Consent of Walkers (Cayman) LLP (included in Exhibit 5.1).</u>
23.2*	<u>Consent of Baker Tilly US, LLP.</u>
99.1	<u>MoonLake Immunotherapeutics Amended and Restated 2022 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K, filed with the Commission on June 9, 2026).</u>
107.1*	<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 this 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 this 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 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if 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 this 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; and

(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 this 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.

(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, 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 Zug, Switzerland, on the 10th of August, 2026.

MOONLAKE IMMUNOTHERAPEUTICS

By: /s/ Matthias Bodenstedt

Name: Matthias Bodenstedt

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Dr. Jorge Santos da Silva and Matthias Bodenstedt, and each of them severally, as his or her true and lawful attorneys-in-fact and agents 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 and amendments filed pursuant to Rule 462(b) under the Securities Act) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Dr. Jorge Santos da Silva</u> Dr. Jorge Santos da Silva	Chairperson; Chief Executive Officer; Director (Principal Executive Officer)	August 10, 2026
<u>/s/ Matthias Bodenstedt</u> Matthias Bodenstedt	Chief Financial Officer (Principal Financial and Accounting Officer)	August 10, 2026
<u>/s/ Spike Loy</u> Spike Loy	Director	August 10, 2026
<u>/s/ Catherine Moukheibir</u> Catherine Moukheibir	Director	August 10, 2026
<u>/s/ Dr. Andrew Phillips</u> Dr. Andrew Phillips	Director	August 10, 2026
<u>/s/ Dr. Ramnik Xavier</u> Dr. Ramnik Xavier	Director	August 10, 2026



10 August 2026

Our Ref: SF/ap/M6993-172608

MoonLake Immunotherapeutics
Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Dear Addressee

MOONLAKE IMMUNOTHERAPEUTICS

We have been asked to provide this legal opinion to you with regard to the laws of the Cayman Islands in connection with the issuance by MoonLake Immunotherapeutics (the “**Company**”), of up to an aggregate of 5,000,000 class A ordinary shares with a par value of US\$0.0001 per share in the capital of the Company issuable pursuant to the MoonLake Immunotherapeutics Amended and Restated 2022 Equity Incentive Plan (the “**Plan**”, and such shares the “**Shares**”) pursuant to the Registration Statement on Form S-8 (including all supplements and amendments thereto, the “**Registration Statement**”) to be filed with the United States Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”).

For the purposes of giving this opinion, we have examined and relied upon the originals or copies of the documents listed in Schedule 1.

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated with limited liability and validly existing under the laws of the Cayman Islands and in good standing with the Registrar of Companies of the Cayman Islands (the “**Registrar**”).

Walkers

190 Elgin Avenue, George Town

Grand Cayman KY1-9001, Cayman Islands

T +1 345 949 0100 **F** +1 345 949 7886 www.walkersglobal.com

WALKERS

2. The Shares have been duly authorised by all necessary corporate action of the Company and, upon the issue of the Shares (by the entry of the name of the registered owner thereof in the register of members of the Company confirming that such Shares have been issued credited as fully paid), delivery and payment therefor by the purchaser in accordance with the Memorandum and Articles of Association (as defined in Schedule 1) and the Plan in the manner contemplated by the Registration Statement, the Shares will be validly created, legally issued, fully paid and non-assessable (meaning that no additional sums may be levied on the holder thereof by the Company).

This opinion is given based upon the following assumptions:

1. The originals of all documents examined in connection with this opinion are authentic. The signatures, initials and seals on the documents reviewed are genuine and are those of a person or persons given power to execute the documents under the Resolutions (as defined in Schedule 1). All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals.
2. The Memorandum and Articles of Association reviewed by us will be the memorandum and articles of association of the Company in effect upon the issuance of the Shares.
3. The accuracy and completeness of all factual representations made in the Registration Statement and all other documents reviewed by us.
4. The Company will receive consideration in money or money's worth for each Share offered by the Company when issued at the agreed issue price as per the terms of the Registration Statement, such price in any event not being less than the stated par or nominal value of each Share.
5. There are no provisions of the laws of any jurisdiction outside the Cayman Islands which would be contravened by issuance and allotment of the Shares and, insofar as any obligation expressed to be incurred under any of the documents is to be performed in or is otherwise subject to the laws of any jurisdiction outside the Cayman Islands, its performance will not be illegal by virtue of the laws of that jurisdiction.
6. The Company Records are complete and accurate and all matters required by law and the Memorandum and Articles of Association to be recorded therein are completely and accurately so recorded.
7. On the date of issuance of the Shares, the Company has, or will have, sufficient authorised and unissued share capital.
8. The Resolutions are and shall remain in full force and effect and have not been and will not be rescinded or amended. As applicable, the Resolutions were either (a) duly adopted at duly convened meetings of the Board of Directors and such meetings were held and conducted in accordance with the Memorandum and Articles of Association in force at the relevant time, or (b) duly executed by or on behalf of each director or committee member and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed.

WALKERS

9. The Registration Statement and the Plan conform in every material respect to the latest drafts of the same produced to us and, where provided in successive drafts, have been marked up to indicate all changes to such documents.
10. Each of the Registration Statement and the Plan (including each award agreement issued pursuant thereto) will be duly authorised, executed and delivered by or on behalf of all relevant parties prior to the issue of the Shares and will be legal, valid, binding and enforceable against all relevant parties in accordance with their terms under all relevant laws (other than the laws of the Cayman Islands).
11. All preconditions to the issue of the Shares under the terms of the Plan will be satisfied or duly waived prior to the issue of the Shares and there will be no breach of the terms of the Plan.
12. There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect any of the opinions set forth above.

We have relied upon the statements and representations of directors, officers and other representatives of the Company as to factual matters.

Our opinion as to the good standing of the Company is based solely upon receipt of the Certificate of Good Standing (as defined in Schedule 1) issued by the Registrar. The Company shall be deemed to be in good standing under Section 200A of the Companies Act (as amended) of the Cayman Islands (the “**Companies Act**”) on the date of issue of the Certificate of Good Standing if all fees and penalties under the Companies Act have been paid and the Registrar has no knowledge that the Company is in default under the Companies Act.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is given solely for your benefit and the benefit of your legal advisers acting in that capacity in relation to this transaction and may not be relied upon by any other person, other than persons entitled to rely upon it pursuant to the provisions of the Securities Act, without our prior written consent.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm, as Cayman Islands counsel to the Company, in the Registration Statement.

Yours faithfully

/s/ Walkers (Cayman) LLP

Walkers (Cayman) LLP

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 13 August 2020, the Certificate of Incorporation on Change of Name dated 31 March 2022, the Second Amended and Restated Memorandum and Articles of Association adopted by special resolution on 31 March 2022 and effective on 5 April 2022 (the “**Memorandum and Articles of Association**”), the Register of Directors, Register of Officers and Register of Mortgages and Charges, copies of which have been provided to us by its registered office in the Cayman Islands (together, the “**Company Records**”).
2. The Cayman Online Registry Information System (CORIS), the Cayman Islands’ General Registry’s online database, searched on 7 August 2026.
3. A Certificate of Good Standing dated 7 August 2026 in respect of the Company issued by the Registrar (the “**Certificate of Good Standing**”).
4. Copies of the executed written resolutions of the board of directors of the Company and the executed written consent of the compensation committee of the board of directors of the Company, each dated 17 April 2026 (the “**Resolutions**”).
5. The Registration Statement.
6. The Plan.
7. Such other documents as we have deemed necessary to render the opinions set forth herein.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of MoonLake Immunotherapeutics (the “Company”) of our report dated February 25, 2026, relating to the consolidated financial statements of the Company and the effectiveness of internal control over financial reporting of the Company, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Baker Tilly US, LLP

San Francisco, California
August 10, 2026

CALCULATION OF FILING FEE TABLES

S-8

MoonLake Immunotherapeutics

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Ordinary Share, \$0.0001 par value per share, to be issued under the MoonLake Immunotherapeutics Amended and Restated 2022 Equity Incentive Plan (the "Plan")	(1)	457(a)	5,000,000	\$ 17.62	\$ 88,100,000.00	0.0001381	\$ 12,166.61
Total Offering Amounts:						\$ 88,100,000.00		12,166.61
Total Fee Offsets:								
Net Fee Due:								\$ 12,166.61

Offering Note(s)

- (1) The "Amount Registered" represents 5,000,000 Class A Ordinary Shares, \$0.0001 par value per share ("Ordinary Shares"), of MoonLake Immunotherapeutics issuable under the Plan. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 also includes additional Ordinary Shares in respect of the securities identified in the above table that may become issuable through the Plan as a result of any scrip dividend, sub-division of shares, recapitalization or other similar transactions. The "Proposed Maximum Offering Price Per Share" and the "Maximum Aggregate Offering Price" are estimated solely for calculating the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices of the Ordinary Shares on The Nasdaq Stock Market LLC on August 4, 2026, within five business days prior to filing.