

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

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

**Sana Biotechnology, Inc.**  
(Exact name of Registrant as specified in its charter)

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

**83-1381173**  
(I.R.S. Employer  
Identification Number)

**188 East Blaine Street, Suite 350**  
**Seattle, Washington 98102**  
(Address of Principal Executive Offices)

**98102**  
(Zip Code)

**2021 Incentive Award Plan**  
(Full Title of the Plan)

**Aaron M. Grossman**  
**Executive Vice President, Chief Legal Officer**  
**Sana Biotechnology, Inc.**  
**188 East Blaine Street, Suite 350**  
**Seattle, Washington 98102**  
**(206) 701-7914**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Tony Jeffries**  
**Jennifer Knapp**  
**Phillip McGill**  
**Wilson Sonsini Goodrich & Rosati, Professional Corporation**  
**650 Page Mill Road**  
**Palo Alto, CA 94304**  
**(650) 493-9300**

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

Sana Biotechnology, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 (this “**Registration Statement**”) for the purpose of registering an additional 13,336,582 shares of common stock under the Registrant’s 2021 Incentive Award Plan, as amended (the “**2021 Plan**”), for which registration statements of the Registrant on Form S-8 (File Nos. [333-287088](#), [333-279219](#), [333-271728](#), [333-264846](#), and [333-252862](#)) are effective (the “**Prior Registration Statements**”), pursuant to the provisions of the 2021 Plan that provide for an automatic annual increase in the number of shares of common stock reserved for issuance thereunder. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## 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 filed by it with the Securities and Exchange Commission (the “**SEC**”):

- (a) the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-39941) for the fiscal year ended December 31, 2025, filed with the SEC on March 3, 2026 (the “**Annual Report**”);
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed); and
- (c) the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-39941) filed with the Commission on January 25, 2021, pursuant to Section 12(b) of the Exchange Act, as updated and superseded by the description of the Registrant’s common stock contained in [Exhibit 4.3](#) to the Annual Report, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, or 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 Current Report that relate to such items) subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC 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 contained herein or in any subsequently filed document which 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.

The exhibits to this Registration Statement are listed below and are incorporated herein by reference.

**EXHIBIT INDEX**

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	<a href="#">Form of Common Stock Certificate.</a>	S-1/A	333-252061	4.2	January 28, 2021
5.1*	<a href="#">Opinion of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation.</a>				
23.1*	<a href="#">Consent of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation (included in Exhibit 5.1).</a>				
23.2*	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>				
99.1(a)	<a href="#">2021 Incentive Award Plan.</a>	S-8	333-279219	99.1(a)	May 8, 2024
99.1(b)	<a href="#">First Amendment to 2021 Incentive Award Plan, dated as of December 8, 2021.</a>	10-K	001-39941	10.4(b)	March 16, 2022
99.1(c)	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement under the 2021 Incentive Award Plan.</a>	S-1/A	333-252061	10.4(b)	January 28, 2021
99.1(d)	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement under the 2021 Incentive Award Plan.</a>	10-K	001-39941	10.4(d)	March 16, 2022
99.1(e)	<a href="#">Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2021 Incentive Award Plan.</a>	S-1/A	333-252061	10.4(c)	January 28, 2021
99.1(f)	<a href="#">Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Incentive Award Plan.</a>	S-1/A	333-252061	10.4(d)	January 28, 2021
107.1*	<a href="#">Filing Fee Table.</a>				

\* 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 Seattle, State of Washington, on May 11, 2026.

### SANA BIOTECHNOLOGY, INC.

By: /s/ Steven D. Harr, M.D.

Steven D. Harr, M.D.

*President and Chief Executive Officer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven D. Harr, M.D. and Brian Piper, and each of them, 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) to this registration statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their 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, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Steven D. Harr, M.D.</u> Steven D. Harr, M.D.	President, Chief Executive Officer, and Director (Principal Executive Officer)	May 11, 2026
<u>/s/ Brian Piper</u> Brian Piper	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	May 11, 2026
<u>/s/ Susan D. Wyrick</u> Susan D. Wyrick	Senior Vice President, Finance and Accounting (Principal Accounting Officer)	May 11, 2026
<u>/s/ Hans E. Bishop</u> Hans E. Bishop	Chairman of the Board	May 11, 2026
<u>/s/ Joshua H. Bilenker, M.D.</u> Joshua H. Bilenker, M.D.	Director	May 11, 2026
<u>/s/ Richard Mulligan, Ph.D.</u> Richard Mulligan, Ph.D.	Director	May 11, 2026
<u>/s/ Robert Nelsen</u> Robert Nelsen	Director	May 11, 2026

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<u>/s/ Alise S. Reicin, M.D.</u> Alise S. Reicin, M.D.	Director	May 11, 2026
<u>/s/ Robert L. Rosiello</u> Robert L. Rosiello	Director	May 11, 2026
<u>/s/ Michelle Seitz, CFA</u> Michelle Seitz	Director	May 11, 2026
<u>/s/ Patrick Y. Yang, Ph.D.</u> Patrick Y. Yang, Ph.D.	Director	May 11, 2026



Wilson Sonsini Goodrich & Rosati  
Professional Corporation

650 Page Mill Road  
Palo Alto, California 94304-1050

O: 650.493.9300  
F: 866.974.7329

May 11, 2026

Sana Biotechnology, Inc.  
188 East Blaine Street, Suite 350  
Seattle, Washington 98102

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Sana Biotechnology, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission"), on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "Act"), of 13,336,582 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"), to be issued under the Company's 2021 Incentive Award Plan, as amended (the "2021 Plan"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the 2021 Plan.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner described in the 2021 Plan and pursuant to the agreements that accompany the 2021 Plan, will be legally and validly issued, fully paid and nonassessable.

\* \* \*

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement and in any amendments thereto. 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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

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AUSTIN BOSTON BOULDER BRUSSELS CENTURY CITY HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO  
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Sana Biotechnology, Inc. 2021 Incentive Award Plan of our report dated March 3, 2026, with respect to the consolidated financial statements of Sana Biotechnology, 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

Seattle, Washington  
May 11, 2026



