

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

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

Vera Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-2744449
(I.R.S. Employer
Identification No.)

2000 Sierra Point Parkway, Suite 1200
Brisbane, California
(Address of Principal Executive Offices)

94005
(Zip Code)

2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan
2024 Inducement Plan
(Full titles of the plans)

Marshall Fordyce, M.D.
President and Chief Executive Officer
2000 Sierra Point Parkway, Suite 1200
Brisbane, California 94005
(650) 770-0077

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

Copies to:

Jason Kent
Julia Boesch
Cooley LLP
55 Hudson Yards
New York, NY 10001-2157
(212) 479-6000

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

Pursuant to General Instruction E of Form S-8, Vera Therapeutics, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) for the purpose of registering (i) 3,563,371 additional shares of its Class A common stock, par value \$0.001 per share (“Class A Common Stock”) under the Vera Therapeutics, Inc. 2021 Equity Incentive Plan (the “2021 Plan”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of Class A Common Stock reserved and available for issuance under the 2021 Plan on January 1, 2026, (ii) 165,165 additional shares of its Class A Common Stock that were added to the shares authorized for issuance under the Vera Therapeutics, Inc. 2024 Inducement Plan (the “2024 Inducement Plan”) as inducement grants under Nasdaq Listing Rule 5635(c)(4) pursuant to an amendment of the 2024 Inducement Plan approved by the Compensation Committee of the Board of Directors of the Registrant, (iii) 434,835 shares of Class A Common Stock that may be issued upon the exercise of outstanding options granted under the 2024 Inducement Plan as inducement grants under Nasdaq Listing Rule 5635(c)(4), and (iv) 440,502 additional shares of its Class A Common Stock under the Vera Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP,” and together with the 2021 Plan and 2024 Inducement Plan, the “Plans”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of Class A Common Stock reserved and available for issuance under the 2021 ESPP on January 1, 2026. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Class A Common Stock for issuance under the Plans on Registration Statements on Form S-8 filed with the Commission on [May 18, 2021](#) (File No. 333-256269), [March 28, 2022](#) (File No. 333-263899), [March 28, 2023](#) (File No. 333-270911), [March 27, 2024](#) (File No. 333-278277), and [February 28, 2025](#) (File No. 333-285445) (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements.

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 Annual Report on [Form 10-K](#), filed with the Commission on February 26, 2026; and
- (b) the description of the Registrant's Class A Common Stock contained in the Registrant's Registration Statement on [Form 8-A](#) (File No. 001-40407) filed with the Commission on May 11, 2021, 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 for the year ended December 31, 2023, filed with the Commission on March 27, 2024.

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:

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40407), filed with the Commission on May 18, 2021).
4.2	Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40407), filed with the Commission on May 18, 2021).
4.3	Form of Class A Common Stock Certificate of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on May 10, 2021).
5.1*	Opinion of Cooley LLP.
23.1*	Consent of KPMG LLP, independent registered public accounting firm.

Exhibit Number	Description
23.2*	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page).</u>
99.1	<u>Vera Therapeutics, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on May 10, 2021).</u>
99.2	<u>Vera Therapeutics, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on May 10, 2021).</u>
99.3	<u>Vera Therapeutics, Inc. 2024 Inducement Plan, as amended September 19, 2025 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, (File No. 001-40407) filed with the SEC on November 5, 2025).</u>
107*	<u>Filing Fee Table.</u>

* 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 Brisbane, State of California, on February 26, 2026.

Vera Therapeutics, Inc.

By: /s/ Marshall Fordyce, M.D.

Marshall Fordyce, 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 Marshall Fordyce, M.D. and Sean Grant, and each one of them, 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 their 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his 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>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marshall Fordyce</u> Marshall Fordyce, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 26, 2026
<u>/s/ Sean Grant</u> Sean Grant	Chief Financial Officer (Principal Financial Officer)	February 26, 2026
<u>/s/ Joseph Young</u> Joseph Young	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	February 26, 2026
<u>/s/ Michael Morrissey</u> Michael Morrissey, Ph.D.	Chairman of the Board	February 26, 2026
<u>/s/ Andrew Cheng</u> Andrew Cheng, M.D., Ph.D.	Director	February 26, 2026
<u>/s/ Patrick Enright</u> Patrick Enright	Director	February 26, 2026
<u>/s/ Kimball Hall</u> Kimball Hall	Director	February 26, 2026

<u>/s/ Maha Katabi</u> Maha Katabi, Ph.D.	Director	February 26, 2026
<u>/s/ James Meyers</u> James Meyers	Director	February 26, 2026
<u>/s/ Scott Morrison</u> Scott Morrison	Director	February 26, 2026
<u>/s/ Christy Oliger</u> Christy Oliger	Director	February 26, 2026
<u>/s/ Beth Seidenberg</u> Beth Seidenberg, M.D.	Director	February 26, 2026



Jason Kent
T: +1 212 479 6044
jkent@cooley.com

February 26, 2026

Vera Therapeutics, Inc.
2000 Sierra Point Parkway, Suite 1200
Brisbane, California 94005

Ladies and Gentlemen:

We have acted as counsel to Vera Therapeutics, 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 4,603,873 shares (the “**Shares**”) of the Company’s Class A Common Stock, par value \$0.001 per share (the “**Class A Common Stock**”), consisting of (i) 3,563,371 shares of Class A Common Stock issuable pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”), (ii) 440,502 shares of Class A Common Stock issuable pursuant to the Company’s 2021 Employee Stock Purchase Plan (the “**ESPP**”) and (iii) 600,000 shares of Class A Common Stock issuable pursuant to the Company’s 2024 Inducement Plan, as amended (together with the 2021 Plan and ESPP, the “**Plans**”).

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

Cooley LLP 55 Hudson Yards New York, New York 10001-2157
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This opinion is limited to the matters expressly set forth in this letter, and no opinion 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.

Cooley LLP 55 Hudson Yards New York, New York 10001-2157
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Sincerely,

Cooley LLP

By: /s/ Jason Kent
Jason Kent

Cooley LLP 55 Hudson Yards New York, New York 10001-2157
t: (212) 479-6000 f: (212) 479-6275 cooley.com



KPMG LLP
Suite 1400
55 Second Street
San Francisco, CA 94105

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 26, 2026, with respect to the financial statements of Vera Therapeutics, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
February 26, 2026

Calculation of Filing Fee Tables

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Vera Therapeutics, 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, \$0.001 par value per share, reserved for future issuance pursuant to the Registrant's 2021 Equity Incentive Plan	Other	3,563,371	\$ 41.42	\$ 147,594,826.82	0.0001381	\$ 20,382.85
2	Equity	Common stock, \$0.001 par value per share, reserved for future issuance pursuant to the Registrant's 2021 Employee Stock Purchase Plan	Other	440,502	\$ 35.21	\$ 15,510,075.42	0.0001381	\$ 2,141.95
3	Equity	Common stock, \$0.001 par value per share, reserved for future issuance pursuant to the Registrant's 2024 Inducement Plan	Other	165,165	\$ 41.42	\$ 6,841,134.30	0.0001381	\$ 944.77
4	Equity	Common stock, \$0.001 par value per share, issuable upon exercise of outstanding options granted	Other	434,835	\$ 39.22	\$ 17,054,228.70	0.0001381	\$ 2,355.19

	pursuant to the Registrant's 2024 Inducement Plan						
Total Offering Amounts:					\$	\$ 25,824.76	
					187,000,265.24		
Total Fee Offsets:						\$ 0.00	
Net Fee Due:						\$ 25,824.76	

Offering Note

- ¹ Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock of Vera Therapeutics, Inc. (the "Registrant") that become issuable under the Registrant's 2021 Equity Incentive Plan (the "2021 Plan") by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock, as applicable. The amount registered represents shares of Common Stock that were automatically added to the shares available for issuance under the 2021 Plan on January 1, 2025 pursuant to the automatic increase feature of such plan, which provides that the number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1st of each year, for a period of ten years, commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to 5% of the total number of shares of Common Stock outstanding on December 31 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 the Registrant's Common Stock. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 3,563,371 shares of common stock reserved for grant under the 2021 Plan are estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of \$41.42 per share, which is the average of the high and low selling prices per share of the Registrant's common stock on February 20, 2026 as reported on the Nasdaq Stock Market.
- ² Pursuant to Rule 416(a) promulgated under the Securities Act, this Registration Statement shall also cover any additional shares of common stock of the Registrant that become issuable under the Registrant's 2021 Employee Stock Purchase Plan (the "2021 ESPP") by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock, as applicable. The amount registered represents shares of Common Stock that were automatically added to the shares available for issuance under the 2021 ESPP on January 1, 2025 pursuant to the automatic increase feature of such plan, which provides that the number of shares reserved for issuance under the 2021 ESPP will automatically increase on January 1st of each year, for a period of ten years, commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to the lesser of (i) 1% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year, and (ii) 440,502 shares of Common Stock; provided, however, that the Registrant's board of directors may act prior to January 1st of a given year to provide that there will be no January 1st increase in the share reserve for such calendar year or that the increase in the share reserve for such calendar year will be a lesser number of shares of Common Stock than would otherwise occur. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 440,502 shares of common stock reserved for grant under the 2021 ESPP are estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon \$35.21 which is the average of the high and low selling prices per share of the Registrant's common stock on February 20, 2026 as reported on the Nasdaq Stock Market multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.
- ³ Pursuant to Rule 416(a) promulgated under the Securities Act, this Registration Statement shall also cover any additional shares of common stock of the Registrant that become issuable under the Registrant's 2024 Inducement Plan (the "Inducement Plan") by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock, as applicable. The amount registered represents shares of common stock that were added to the shares authorized for issuance under the Inducement Plan as inducement grants under Nasdaq Listing Rule 5635(c)(4) pursuant to an amendment of the Inducement Plan approved by the Compensation Committee of the Board of Directors of the Registrant. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 165,165 shares of common stock reserved for grant under the Inducement Plan are estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of \$41.42 per share, which is the average of the high and low selling prices per share of the Registrant's common stock on February 20, 2026 as reported on the Nasdaq Stock Market.

- ⁴ Pursuant to Rule 416(a) promulgated under the Securities Act, this Registration Statement shall also cover

any additional shares of common stock of the Registrant that become issuable under the Inducement Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock, as applicable. The amount registered represents shares of the Registrant's common stock that may be issued upon the exercise of outstanding options granted under the Inducement Plan as inducement grants under Nasdaq Listing Rule 5635(c)(4). The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 434,835 shares of common stock issuable upon the exercise of outstanding options granted under the Inducement Plan are estimated in accordance with 457(h) solely for the purpose of calculating the registration fee on the basis of \$39.22 per share, which represents the weighted-average exercise price for such shares.

Table 2: Fee Offset Claims and Sources

☒ Not Applicable[illegible]