
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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

Crescent Biopharma, Inc.

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or Other Jurisdiction of Incorporation or Organization)

06-1686563

(I.R.S. Employer Identification No.)

Crescent Biopharma, Inc.

300 Fifth Avenue

Waltham, MA 02451

(Address of Principal Executive Offices, including Zip Code)

Crescent Biopharma, Inc. 2025 Employment Inducement Incentive Award Plan, As Amended

(Full title of the plan)

Barbara Bispham Hale

General Counsel and Corporate Secretary

Crescent Biopharma, Inc.

300 Fifth Avenue

Waltham, MA 02451

(617) 430-5595

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

With a copy to:

Peter Handrinos

Wesley Holmes

Latham & Watkins LLP

200 Clarendon Street

Boston, MA 02116

(617) 880-4500

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 registers an additional 750,000 ordinary shares, par value \$0.001 per share, of Crescent Biopharma, Inc. (the “Registrant”) available for issuance under the 2025 Employment Inducement Incentive Award Plan, as amended (the “*Inducement Plan*”).

The contents of the Registrant’s Registration Statement on Form S-8 ([File No. 333-291307](#)), together with all exhibits filed therewith or incorporated therein by reference, filed with the Securities and Exchange Commission (the “SEC”) on November 6, 2025, relating to the Inducement Plan is hereby incorporated by reference pursuant to General Instruction E of Form S-8, except to the extent supplemented, amended or superseded by the information set forth herein.

Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	Memorandum and Articles of Association (incorporated by reference to Exhibit 3.4 of the Registrant’s Current Report on Form 8-K, filed with the Commission on June 18, 2025).
5.1*	Opinion of Walkers (Cayman) LLP.
23.1*	Consent of PricewaterhouseCoopers LLP, an Independent Registered Public Accounting Firm.
23.2*	Consent of Walkers (Cayman) LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to this Registration Statement).
99.1	Crescent Biopharma, Inc. 2025 Employment Inducement Incentive Award Plan (incorporated by reference to Exhibit 10.1 of the Registrant’s Quarterly Report on Form 10-Q, filed with the SEC on November 6, 2025).
99.2*	Amendment No.1 to the Crescent Biopharma, Inc. 2025 Employment Inducement Incentive Award Plan.
107*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (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 the City of Waltham, Commonwealth of Massachusetts, on the 18th day of September, 2026.

CRESCENT BIOPHARMA, INC.

By: /s/ Joshua Brumm

Name: Joshua Brumm

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joshua Brumm, Richard Scalzo and Barbara Bispham Hale, and each of them (with full power to each of them to act alone), the individual’s 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 SEC, 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 each of said attorneys-in-fact and agents, or any of them, or their 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 below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joshua Brumm</u> Joshua Brumm	Chief Executive Officer and Director (<i>principal executive officer</i>)	September 18, 2026
<u>/s/ Richard Scalzo</u> Richard Scalzo	Chief Financial Officer (<i>principal financial officer</i>)	September 18, 2026
<u>/s/ Ryan Lynch</u> Ryan Lynch	Treasurer, Senior Vice President, Finance and Chief Accounting Officer (<i>principal accounting officer</i>)	September 18, 2026
<u>/s/ Peter Harwin</u> Peter Harwin	Chairman of the Board	September 18, 2026
<u>/s/ Alexandra Balcom</u> Alexandra Balcom	Director	September 18, 2026
<u>/s/ Susan Moran</u> Susan Moran	Director	September 18, 2026
<u>/s/ Jonathan Violin</u> Jonathan Violin	Director	September 18, 2026
<u>/s/ David Lubner</u> David Lubner	Director	September 18, 2026

CRESCENT BIOPHARMA, INC.

	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	Ordinary Shares, \$0.001 par value per share	457(a)	750,000	\$ 18.18	\$ 13,635,000.00	0.0001381	\$ 1,882.99
Total Offering Amounts:						\$ 13,635,000.00		\$ 1,882.99
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 1,882.99

1

The Proposed Maximum Offering Price per Unit and Maximum Aggregate Offering Price are estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and based on the average of the high and low sale prices of the Ordinary Shares, as quoted on the Nasdaq Capital Market on September 16, 2026.

The Amount Registered represents 750,000 additional Ordinary Shares reserved for future issuance under the Inducement Plan.

☒ Not Applicable[illegible]

17 September 2026

Crescent Biopharma, Inc.
c/o Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Dear Madams and Sirs

CRESCENT BIOPHARMA, INC.

We have acted as Cayman Islands legal advisers to Crescent Biopharma, Inc. (the "**Company**"), and we have examined the Registration Statement on Form S-8 to be filed by the Company with the United States Securities and Exchange Commission (including all supplements and amendments thereto, the "**Registration Statement**"), relating to the registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), of an additional 750,000 ordinary shares with a par value of US\$0.001 per share in the capital of the Company ("**Shares**") issuable under the Crescent Biopharma, Inc. 2025 Employment Inducement Incentive Award Plan (as amended by Amendment No.1 to such Plan dated 17 September 2026, together, the "**Plan**").

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

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

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 registered by way of continuation with limited liability, validly existing under the laws of the Cayman Islands and in good standing with the Registrar of Companies in the Cayman Islands (the "**Registrar**").
2. The Shares, as contemplated by the Registration Statement, 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 therefore by the purchaser in accordance with the Memorandum and Articles of Association (as defined in Schedule 1) and the Plan and 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).

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

WALKERS

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 consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

Yours faithfully

/s/ Walkers (Cayman) LLP

Walkers (Cayman) LLP

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Registration By Way of Continuation of the Company dated 16 June 2025, the Memorandum and Articles of Association of the Company adopted by special resolution on 5 June 2025 and effective as of 16 June 2025) (the "**Memorandum and Articles of Association**") and each of the Register of Directors, Register of Officers and Register of Mortgages and Charges of the Company (together, the "**Company Records**").
2. The Cayman Online Registry Information System (CORIS), the Cayman Islands' General Registry's online database, searched on 17 September 2026.
3. A Certificate of Good Standing dated 17 September 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 dated 30 October 2025 and a copy of the executed Secretary's Certificate of the Company dated 25 February 2026, relating to minutes of the compensation committee dated November 24, 2025, and executed Secretary's Certificate of the Company dated 17 September 2026, relating to the minutes of a meeting of the board of directors of the Company held on 17 September 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.

SCHEDULE 2

Assumptions

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 or constitutional documents and governing law of the Company 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 and were adopted in accordance with the Memorandum and Articles of Association or constitutional documents and governing law of the Company in force at the relevant time.
9. The Registration Statement and the Plan conforms 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.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Crescent Biopharma, Inc. of our report dated February 26, 2026 relating to the financial statements, which appears in Crescent Biopharma, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
September 18, 2026