

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
*The Securities Act of 1933*

**Cypherpunk Technologies Inc.**  
(Exact name of registrant as specified in its charter)

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

**27-4412575**  
(IRS Employer  
Identification No.)

**47 Thorndike Street**  
**Suite B1-1**  
**Cambridge, MA 02141**  
**Telephone: (617) 714-0360**  
(Address of principal executive offices) (Zip Code)

**Cypherpunk Technologies Inc. 2016 Equity Incentive Plan**  
(Full title of the Plan)

**Douglas E. Onsi**  
**Chief Executive Officer and President**  
**Cypherpunk Technologies Inc.**  
**47 Thorndike Street, Suite B1-1**  
**Cambridge, MA 02141**  
(Name and address of agent for service)

**(617) 714-0360**  
(Telephone number, including area code, of agent for service)

*Copy to:*  
**Julio E. Vega, Esq.**  
**Morgan, Lewis & Bockius LLP**  
**One Federal Street**  
**Boston, MA 02110**  
**(617) 951-8000**

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.

## INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement on Form S-8, relating to the Cypherpunk Technologies Inc. 2016 Equity Incentive Plan, as amended, is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement incorporates by reference the contents of the following Registration Statements on Form S-8 previously filed by the Registrant with the Securities and Exchange Commission (the "Commission"):

- [Registration Statement on Form S-8, File No. 333-215787, filed on January 27, 2017;](#)
  - [Registration Statement on Form S-8, File No. 333-223707, filed on March 16, 2018;](#)
  - [Registration Statement on Form S-8, File No. 333-232066, filed on June 11, 2019;](#)
  - [Registration Statement on Form S-8, File No. 333-237295, filed on March 20, 2020;](#)
  - [Registration Statement on Form S-8, File No. 333-254360, filed on March 16, 2021;](#)
  - [Registration Statement on Form S-8, File No. 333-262409, filed on January 28, 2022;](#)
  - [Registration Statement on Form S-8, File No. 333-269586, filed on February 6, 2023;](#)
  - [Registration Statement on Form S-8, File No. 333-276726, filed on January 26, 2024; and](#)
  - [Registration Statement on Form S-8, File No. 333-286128, filed on March 26, 2025.](#)
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## Part II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

Exhibit Number	Exhibit
<a href="#">4.1</a>	<a href="#">Fourth Amended and Restated Certificate of Incorporation of Leap Therapeutics, Inc. (incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K as filed on September 10, 2020).</a>
<a href="#">4.2</a>	<a href="#">Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of Leap Therapeutics, Inc. dated June 20, 2023 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q as filed on November 13, 2023).</a>
<a href="#">4.3</a>	<a href="#">Certificate of Elimination of the Series X Non-Voting Convertible Preferred Stock of the Company (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q as filed on November 13, 2023).</a>
<a href="#">4.4</a>	<a href="#">Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation of Cypherpunk Technologies Inc. (f/k/a Leap Therapeutics, Inc.) dated November 12, 2025 (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, as filed on November 12, 2025).</a>
<a href="#">4.5</a>	<a href="#">Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation of Cypherpunk Technologies Inc., dated December 15, 2025 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K as filed on December 16, 2025).</a>
<a href="#">4.6</a>	<a href="#">Amended and Restated Bylaws of Cypherpunk Technologies Inc. (effective as of November 12, 2025) (incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, as filed on November 12, 2025).</a>
<a href="#">4.7</a>	<a href="#">Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to the Company's registration statement on Form S-4, as filed on November 16, 2016).</a>
<a href="#">4.8</a>	<a href="#">Description of the Registrant's Securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.9 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as filed on March 16, 2026).</a>
<a href="#">5.1</a>	<a href="#">Opinion of Morgan, Lewis &amp; Bockius LLP.</a>
<a href="#">23.1</a>	<a href="#">Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm.</a>
<a href="#">23.2</a>	<a href="#">Consent of Morgan, Lewis &amp; Bockius LLP (included in Exhibit 5.1).</a>
<a href="#">24.1</a>	<a href="#">Powers of Attorney (included on the signature page of this Form S-8).</a>
<a href="#">99.1</a>	<a href="#">Leap Therapeutics, Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 of the registration statement on Form S-8 filed with the Commission on January 27, 2017).</a>
<a href="#">99.2</a>	<a href="#">First Amendment to the 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the registration statement on Form S-8 filed with the Commission on June 11, 2019).</a>
<a href="#">107</a>	<a href="#">Filing Fee Table</a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Cambridge, Commonwealth of Massachusetts on June 9, 2026.

### CYPHERPUNK TECHNOLOGIES INC.

By: /s/ Douglas E. Onsi  
Name: Douglas E. Onsi  
Title: Chief Executive Officer and President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Khing Oei and Douglas Onsi, and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, 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 dates indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DOUGLAS E. ONSI</u> Douglas E. Onsi	Chief Executive Officer, President, Chief Financial Officer and Director (Principal Executive Officer and Principal Financial Officer)	June 9, 2026
<u>/s/ KHING OEI</u> Khing Oei	Chairman of the Board of Directors	June 9, 2026
<u>/s/ JAMES CAVANAUGH</u> James Cavanaugh	Director	June 9, 2026
<u>/s/ THOMAS DIETZ</u> Thomas Dietz	Director	June 9, 2026
<u>/s/ WILLIAM LI</u> William Li	Director	June 9, 2026
<u>/s/ JOSEPH LOSCALZO</u> Joseph Loscalzo	Director	June 9, 2026
<u>/s/ PATRICIA MARTIN</u> Patricia Martin	Director	June 9, 2026

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<hr/> <i>/s/ NISSIM MASHIACH</i> Nissim Mashiach	Director	June 9, 2026
<hr/> <i>/s/ CHRISTIAN RICHARD</i> Christian Richard	Director	June 9, 2026
<hr/> <i>/s/ RICHARD L. SCHILSKY</i> Richard L. Schilsky	Director	June 9, 2026
<hr/> <i>/s/ CHRISTOPHER K. MIRABELLI</i> Christopher K. Mirabelli	Director	June 9, 2026
<hr/> <i>/s/ WILL MCEVOY</i> Will McEvoy	Director	June 9, 2026

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June 9, 2026

Cypherpunk Technologies Inc.  
47 Thorndike Street, Suite B1-1  
Cambridge, MA 02141

Re: Registration Statement on Form S-8: 3,354,042 shares of Common Stock of Cypherpunk Technologies Inc., par value \$0.001 per share

Ladies and Gentlemen:

We have acted as counsel to Cypherpunk Technologies Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of 3,354,042 shares of common stock of the Company, par value \$0.001 per share (the "Shares"), issuable under the Company's 2016 Equity Incentive Plan, as amended (the "2016 Plan").

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on June 9, 2026 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "DGCL"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion as of the date hereof that, when the Shares have been issued and delivered by the Company against payment therefor in the circumstances contemplated by the 2016 Plan, assuming in each case that the individual issuances, grants or awards under the 2016 Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2016 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ MORGAN, LEWIS & BOCKIUS LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of Cypherpunk Technologies Inc. on Form S-8 to be filed on or about June 9, 2026 of our report dated March 16, 2026, on our audits of the financial statements as of December 31, 2025 and 2024 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed March 16, 2026.

/s/ EisnerAmper LLP

EISNERAMPER LLP  
Philadelphia, Pennsylvania  
June 9, 2026

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