

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

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

BIOMEA FUSION, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-2520134
(I.R.S. Employer
Identification No.)

**1599 Industrial Road
San Carlos, California 94070**
(Address of Principal Executive Offices)

**2021 INCENTIVE AWARD PLAN
2021 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plans)

Michael J.M. Hitchcock, Ph.D.
Interim Chief Executive Officer
**1599 Industrial Road
San Carlos, California 94070**
(Name and address of agent for service)

(650) 980-9099
(Telephone number, including area code, of agent for service)

Copies to:

**Maggie L. Wong
Alicia M. Tschirhart
Goodwin Procter LLP
525 Market Street
San Francisco, CA 94105
Telephone: (415) 733-6000**

**Ramses Erdtmann
Chief Operating Officer
Biomea Fusion, Inc.
1599 Industrial Road
San Carlos, California 94070
Telephone: (650) 980-9099**

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. (Check one):

- | | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input checked="" type="checkbox"/> |

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.

Proposed sales to take place as soon after the effective date of the registration statement as awards are granted, exercised or distributed under the 2021 Plan or the ESPP, as applicable.

EXPLANATORY NOTE

In this Registration Statement, Biomea Fusion, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.” This Registration Statement on Form S-8 registers (i) additional shares of the Registrant’s common stock, \$0.0001 par value per share (“Common Stock”) under the Registrant’s 2021 Incentive Award Plan (the “2021 Plan”) and (ii) additional shares of Common Stock under the Registrant’s 2021 Employee Stock Purchase Plan (the “ESPP”).

The number of shares of Common Stock reserved and available for issuance under the 2021 Plan is subject to an automatic annual increase on the first day of each year beginning in 2022 and ending in 2031, equal to the lesser of (A) five percent of the shares of Common Stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares as determined by the Board or the Committee (as defined in the 2021 Plan). Accordingly, on January 1, 2026, the number of shares of Common Stock reserved and available for issuance under the 2021 Plan increased by 3,614,972 shares.

The number of shares of Common Stock reserved and available for issuance under the ESPP is subject to an annual increase on the first day of each year beginning in 2022 and ending in 2031 equal to the lesser of (i) one percent of the shares of Common Stock outstanding on the last day of the immediately preceding fiscal year and (ii) such number of shares as may be determined by the Board (as defined in the ESPP); provided, however, no more than 4,500,000 shares may be issued under the ESPP. Accordingly, on January 1, 2026, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 722,994 shares.

This Registration Statement registers the aggregate of these additional 4,337,966 shares of Common Stock. The additional shares of Common Stock are of the same class as other securities relating to the 2021 Plan and ESPP for which the Registrant’s registration statements on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on April 20, 2021 (File No. 333-255377), February 2, 2022 (File No. 333-262477), January 4, 2023 (File No. 333-269112), January 5, 2024 (File No. 333-276391) and January 6, 2025 (File No. 333-284148), are effective, which registration statements are hereby incorporated by reference pursuant to General Instruction E, except to the extent supplemented, amended or superseded by the information set forth herein. In accordance with the instructional note to Part I of Form S-8 as promulgated by the SEC, the information specified by Part I of the Form S-8 has been omitted from this registration statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Here with
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	4/20/21	3.2	
4.2	Amended and Restated Bylaws.	8-K	4/20/21	3.4	
4.3	Form of Common Stock Certificate.	S-1/A	4/12/21	4.2	
5.1	Opinion of Goodwin Procter LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney (included on signature page).				X
99.1(a)	2021 Incentive Award Plan.	S-1	4/12/21	10.4(a)	
99.1(b)	Form of Stock Award Grant Notice and Stock Award Agreement under the 2021 Incentive Award Plan.	S-1	4/12/21	10.4(b)	
99.1(c)	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2021 Incentive Award Plan.	S-1	4/12/21	10.4(c)	
99.1(d)	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Incentive Award Plan.	S-1	4/12/21	10.4(d)	
99.2	2021 Employee Stock Purchase Plan.	S-1	4/12/21	10.5	
107	Filing Fee Table.				X

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 the City of San Carlos, State of California, this 6th day of January, 2026.

BIOMEA FUSION, INC.

By: /s/ Michael J.M. Hitchcock
Michael J.M. Hitchcock, Ph.D.
Interim Chief Executive Officer and Director
(Principal Executive Officer)

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Biomea Fusion, Inc., hereby severally constitute and appoint Michael J.M. Hitchcock, Ph.D. and Ramses Erdtmann, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this registration statement on Form S-8, 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 or necessary to be done in and about the premises, as full 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 their or 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 below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael J.M. Hitchcock</u> Michael J. M. Hitchcock, Ph.D.	Interim Chief Executive Officer and Director (Principal Executive Officer)	January 6, 2026
<u>/s/ Rainer Erdtmann</u> Rainer Erdtmann	Chief Operating Officer and Director (Principal Financial and Principal Accounting Officer)	January 6, 2026
<u>/s/ Eric Aguiar</u> Eric Aguiar, M.D.	Director	January 6, 2026
<u>/s/ Elizabeth Faust</u> Elizabeth Faust, Ph.D.	Director	January 6, 2026
<u>/s/ Julianne Averill</u> Julianne Averill, M.S.	Director	January 6, 2026
<u>/s/ Sumita Ray</u> Sumita Ray, J.D.	Director	January 6, 2026

January 6, 2026

Biomea Fusion, Inc.
1599 Industrial Road
San Carlos, California 94070

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 4,337,966 shares (the "Shares") of common stock, par value \$0.0001 per share ("Common Stock"), of Biomea Fusion, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Incentive Award Plan (the "2021 Plan") and 2021 Employee Stock Purchase Plan (the "ESPP" and, together with the 2021 Plan, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 31, 2025, relating to the financial statements of Biomea Fusion, Inc., appearing in the Annual Report on Form 10-K of Biomea Fusion, Inc. for the year ended December 31, 2024.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California

January 6, 2026

Calculation of Filing Fee Tables

S-8

Biomea Fusion, 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, \$0.0001 par value per share	Other	3,614,972	\$ 1.30	\$ 4,699,463.60	0.0001381	\$ 649.00
2 Equity	Common Stock, \$0.0001 par value per share	Other	722,994	\$ 1.30	\$ 939,892.20	0.0001381	\$ 129.80
Total Offering Amounts:					\$ 5,639,355.80		\$ 778.80
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 778.80

Offering Note

¹ (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein. (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on \$1.30, the average of the high and low sale prices of the of the Registrant's common stock as reported on the Nasdaq Global Market on January 2, 2026. (3) Represents an automatic increase to the number of shares available for issuance under the Registrant's 2021 Incentive Award Plan (the "2021 Plan") effective as of January 1, 2026. Shares available for issuance under the 2021 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on April 20, 2021 (Registration No. 333-255377).

² (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein. (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on \$1.30, the average of the high and low sale prices of the of the Registrant's common stock as reported on the Nasdaq Global Market on January 2, 2026. (4) Represents an automatic increase to the number of shares available for issuance under the Registrant's 2021 Employee Stock Purchase Plan (the "2021 ESPP") effective as of January 1, 2026. Shares available for issuance under the 2021 ESPP were previously registered on Form S-8 filed with the Securities and Exchange Commission on April 20, 2021 (Registration No. 333-255377).

Table 2: Fee Offset Claims and Sources

Not Applicable

Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)										

