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

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

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

Delaware
(State or other jurisdiction of incorporation or organization)

**6455 Nancy Ridge Drive
San Diego, CA**
(Address of Principal Executive Offices)

27-1967997
(I.R.S. Employer Identification No.)

92121
(Zip Code)

CIBUS, INC. 2017 OMNIBUS INCENTIVE PLAN
(Full title of the plan)

Jason Stokes
Chief Administrative Officer
6455 Nancy Ridge Drive
San Diego, CA 92121
(Name and address of agent for service)

(858) 450-0008
(Telephone number, including area code, of agent for service)

Copies to:

Peter E. Devlin
Erik B. Lundgren
Jones Day
250 Vesey Street
New York, NY 10281
(212) 326-3939

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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. ☐

REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of registering an additional 4,080,827 shares of Class A common stock, par value \$0.0001 per share, of Cibus, Inc. (the “Registrant”) authorized for issuance pursuant to the Cibus, Inc. 2017 Omnibus Incentive Plan, as amended, which is the same class as the securities previously registered for issuance thereunder on effective Registration Statements on Form S-8 filed with the Securities and Exchange Commission on July 20, 2017 (File No. 333-219382), May 9, 2019 (File No. 333-231336), July 16, 2021 (File No. 333-257972), March 2, 2023 (File No. 333-270245), May 24, 2023 (File No. 333-272177), June 30, 2023 (File No. 333-273069) and March 24, 2025 (File No. 333-286065) (collectively, the “Prior Registration Statements”). The contents of the Prior Registration Statements are incorporated by reference into this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- the Registrant’s Annual Report on Form [10-K](#) for the year ended December 31, 2025 (including the information in Part III incorporated therein by reference from the Registrant’s Definitive Proxy Statement on Schedule 14A for the year ended December 31, 2025);
- the Registrant’s Quarterly Report on Form 10-Q for the quarter ended [March 31, 2026](#);
- the Registrant’s Current Reports on Form 8-K filed on [January 30, 2026](#), [March 27, 2026](#), [April 10, 2026](#), [June 5, 2026](#) and [June 9, 2026](#) (in each case, excluding any information furnished and not filed with the Commission); and
- the description of the Registrant’s Class A Common Stock contained in our Registration Statement on [Form 8-A](#), filed on July 20, 2017, as the description therein has been updated and superseded by the description of securities contained in Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on June 29, 2023, including any amendments or reports filed for the purpose of updating the description.

In addition, all other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities 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 reports or documents.

Any statement contained herein, or 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 in any subsequently

filed document that 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.

Exhibit No.	Description of Exhibit
5.1*	Opinion of Jones Day.
23.1*	Consent of BDO USA, P.C.
23.2*	Consent of Jones Day (included in Exhibit 5.1).
24.1*	Power of Attorney (included in the signature page to this Registration Statement).
107*	Filing Fee Table.

* Filed herewith.

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 San Diego, State of California, on June 23, 2026.

Cibus, Inc.

By: /s/ Craig Wichner
Name: Craig Wichner
Title: Chief Executive Officer

POWER OF ATTORNEY

The undersigned directors and officers of Cibus, Inc. hereby appoint each of Craig Wichner and Cornelis (Carlo) Broos as attorneys-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, any and all amendments (including post-effective amendments) and exhibits to this Registration Statement on Form S-8 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
<u>/s/ Craig Wichner</u> Craig Wichner	Chief Executive Officer (Principal Executive Officer)	June 23, 2026
<u>/s/ Cornelis (Carlo) Broos</u> Cornelis (Carlo) Broos	Chief Financial Officer (Principal Financial and Accounting Officer)	June 23, 2026
<u>/s/ Mark Finn</u> Mark Finn	Chairman of the Board of Directors	June 23, 2026
<u>/s/ Rory Riggs</u> Rory Riggs	Director	June 23, 2026
<u>/s/ Jean-Pierre Lehmann</u> Jean-Pierre Lehmann	Director	June 23, 2026
<u>/s/ Gerhard Prante</u> Gerhard Prante	Director	June 23, 2026
<u>/s/ August Moretti</u> August Moretti	Director	June 23, 2026
<u>/s/ Kimberly A. Box</u> Kimberly A. Box	Director	June 23, 2026
<u>/s/ Thomas Urban</u> Thomas Urban	Director	June 23, 2026

Calculation of Filing Fee Table

Form S-8
(Form Type)

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

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.0001 per share	Other	4,080,827 ⁽²⁾	\$1.30 ⁽³⁾	\$5,305,075.10	\$138.10 per \$1,000,000	\$732.63
Total Offering Amounts							\$732.63
Total Fee Offsets							—
Net Fee Due							\$732.63

(1) Pursuant to Rule 416 under the Securities Act of 1933 (the “*Securities Act*”), this Registration Statement shall also include any additional shares of Class A common stock, par value \$0.0001 per share (the “*Class A Common Stock*”), of Cibus, Inc. (the “*Registrant*”) that may become issuable by reason of stock dividends, stock splits, recapitalization or similar transactions.

(2) Represents additional shares of Class A Common Stock available pursuant to increases to the number of shares available for issuance under the Cibus, Inc. 2017 Omnibus Incentive Plan, as amended (the “*Plan*”) under the evergreen provision of the Plan. Shares available for issuance under the Plan have been previously registered on Registration Statements on Form S-8 filed with the Securities and Exchange Commission on July 20, 2017 (File No. 333-219382), May 9, 2019 (File No. 333-231336), July 16, 2021 (File No. 333-257972), March 2, 2023 (File No. 333-270245), May 24, 2023 (File No. 333-272177), June 30, 2023 (File No. 333-273069) and March 24, 2025 (File No. 333-286065).

(3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the high and low prices of the Class A Common Stock as reported by the Nasdaq Stock Market LLC on June 15, 2026.

JONES DAY

250 VESEY STREET • NEW YORK, NEW YORK 10281.1047
TELEPHONE: +1.212.326.3939 • JONESDAY.COM

June 23, 2026

Cibus, Inc.
6455 Nancy Ridge Drive
San Diego, CA 92121

Re: Registration Statement on Form S-8 Filed by Cibus, Inc.

Ladies and Gentlemen:

We have acted as counsel for Cibus, Inc., a Delaware corporation (the “*Company*”), in connection with the registration of an additional 4,080,827 shares (the “*Shares*”) of Class A common stock, par value \$0.0001 per share, of the Company that may be issued or delivered and sold pursuant to the Cibus, Inc. 2017 Omnibus Incentive Plan (as amended, effective May 31, 2023, the “*Plan*”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock, restricted stock unit, performance stock unit, or other applicable award thereunder (the “*Award Agreements*”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered or sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “*Act*”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

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Tel: 858-404-9200
Fax: 858-404-9201
www.bdo.com

3570 Carmel Mountain Road, Suite 400
San Diego, CA 92130

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 17, 2026, relating to the consolidated financial statements of Cibus, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

BDO USA, P.C.

June 23, 2026

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