

As filed with the U.S. Securities and Exchange Commission on May 5, 2026

Registration Statement No. 333-

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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

PFIZER INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

13-5315170

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

**66 Hudson Boulevard East
New York, New York 10001-2192**
(Address of Principal Executive Offices)

Pfizer Inc. 2019 Stock Plan, as amended April 2026
(Full Title of the Plan)

**Margaret M. Madden
Senior Vice President and Corporate Secretary,
Chief Governance Counsel
Pfizer Inc.**

**66 Hudson Boulevard East
New York, New York 10001-2192**
(Name and Address of Agent for Service)

(212) 733-2323
(Telephone Number, including Area Code, of Agent for Service)

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 (Do not check if a smaller reporting company)

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

Pfizer Inc. (the “Company” or “Registrant”) has prepared this Registration Statement to register an additional 320,000,000 shares of its common stock, par value \$0.05 per share (“Common Stock”), issuable pursuant to the Pfizer Inc. 2019 Stock Plan, as amended April 2026 (the “Plan”). This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which registration statements on Form S-8 relating to the Plan set forth herein are effective.

At the Company’s 2026 Annual Meeting of Shareholders held on April 23, 2026, the Company’s shareholders approved the Plan and the authorization of an additional 320,000,000 shares of Common Stock for issuance under the Plan.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Company’s effective registration statements on Form S-8 with respect to the Plan filed with the Securities and Exchange Commission (the “Commission” or the “SEC”) on August 8, 2019 (File No. 333-233166), February 27, 2023 (File No. 333-270024), February 23, 2024 (File No. 333-277321), May 9, 2024 (File No. 333-279242) and Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed on August 8, 2019 (File No. 333-202437) (collectively, the “Prior Registration Statements”), as further supplemented by the information set forth below.

PART I.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the Plan covered by this registration statement and as required by Rule 428(b)(1) of the Securities Act. Such documents need not be filed with the Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act, and are available upon written request to: Attention: Margaret M. Madden, Senior Vice President and Corporate Secretary, Chief Governance Counsel, Pfizer Inc., 66 Hudson Boulevard East, New York, New York 10001-2192, (212) 733-2323.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

We are incorporating by reference certain information that we have filed with the SEC pursuant to the Securities Exchange Act of 1934 (the “Exchange Act”). The information contained in the documents that we are incorporating by reference is considered to be part of this registration statement, and the information that we later file with the SEC will automatically update and supersede the information contained or incorporated by reference into this registration statement. We are incorporating by reference:

- our Annual Report on Form 10-K for the year ended December 31, 2025, filed on [February 26, 2026](#);
- our Quarterly Report on Form 10-Q for the period ended March 29, 2026, filed on [May 5, 2026](#); and
- our Current Report on Form 8-K filed on [April 27, 2026](#);
- the description of our Common Stock contained in [Exhibit 4.28](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2025, filed on February 26, 2026, including any amendment or report filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed 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. Unless expressly incorporated into this registration statement, a report furnished but not filed on Form 8-K under the Exchange Act shall not be incorporated by reference into this registration statement. 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 which 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 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The validity of the securities has been passed upon by Margaret M. Madden, our Senior Vice President and Corporate Secretary, Chief Governance Counsel. Ms. Madden beneficially owns shares of our Common Stock and certain rights to acquire shares of our Common Stock pursuant to stock appreciation rights.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (“DGCL”) permits a corporation to indemnify any person who is or has been a director, officer, employee or agent of the corporation or who is or has been serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the corporation, against all liability and expenses (including, but not limited to, attorneys’ fees and disbursements and amounts paid in settlement or in satisfaction of judgments or as fines or penalties) incurred or paid in connection with any claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, in which he/she may be involved by reason of the fact that he/she served or is serving in these capacities, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no cause to believe his/her conduct was unlawful. In the case of a claim, action, suit or proceeding made or brought by or in the right of the corporation to procure a judgment in its favor, the corporation shall not indemnify such person in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the corporation for negligence or misconduct in the performance of his/her duty to the corporation, except for such expenses as the court may allow. Any such person who has been wholly successful on the merits or otherwise with respect to any such claim, action, suit or proceeding or with respect to any claim, issue or matter therein, shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred in connection therewith or resulting therefrom.

Section 102(b)(7) of the DGCL provides that a corporation may eliminate or limit the personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, *provided* that such provision shall not eliminate or limit the liability of (i) a director or officer for any breach of the director’s or officer’s duty of loyalty to the corporation or its stockholders, (ii) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) a director under Section 174 of the DGCL, (iv) a director or officer for any transaction from which the director or officer derived an improper personal benefit, (v) an officer in any action by or in the right of the corporation or (vi) a director or officer for any act or omission occurring prior to the date when such provision becomes effective.

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Pursuant to Article V, Section 1 of our By-Laws, we will indemnify and hold harmless directors and officers who were or are made or are threatened to be made a party or are otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the fullest extent permitted by applicable law as it presently exists or is amended. We have entered into agreements with our directors and certain of our officers requiring us to indemnify such persons to the fullest extent permitted by the By-Laws. We also maintain insurance coverage relating to certain liabilities of directors and officers.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit Numbers	Description
4.1	Pfizer Inc. Restated Certificate of Incorporation dated December 14, 2020, incorporated by reference from Pfizer Inc.'s Current Report on Form 8-K filed on December 14, 2020
4.2	By-Laws of Pfizer Inc. as amended December 9, 2022, incorporated by reference from Pfizer Inc.'s Current Report on Form 8-K, filed on December 13, 2022
4.3	Pfizer Inc. 2019 Stock Plan, as amended April 2026, incorporated by reference from Pfizer Inc.'s Quarterly Report on Form 10-Q for the period ended March 29, 2026
<u>*5.1</u>	Opinion of Margaret M. Madden, Esq.
*23.1	Consent of Margaret M. Madden, Esq. (included as part of Exhibit 5.1 hereto)
<u>*23.2</u>	Consent of KPMG LLP for Pfizer Inc.
*24.1	Power of Attorney (included as part of signature page of this registration statement)
<u>*107</u>	Filing Fee Table

* Filed herewith

Item 9. Undertakings

- (a) The undersigned Registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Sections 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Sections 13(a) or 15(d) of the Exchange Act, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 New York, State of New York, on the 5th day of May, 2026.

PFIZER INC.

By: /s/ Margaret M. Madden

Name: Margaret M. Madden

Senior Vice President and Corporate Secretary,

Chief Governance Counsel

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Douglas M. Lankler and Margaret M. Madden and each of them, his or her true and lawful attorneys-in-fact and agents, 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) and supplements to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, and hereby grants to such attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her 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 dates indicated.

Signature	Title	Date
/S/ ALBERT BOURLA <hr/> Albert Bourla	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	May 5, 2026
/S/ DAVID M. DENTON <hr/> David M. Denton	Chief Financial Officer, Executive Vice President (Principal Financial Officer)	May 5, 2026
/S/ JENNIFER B. DAMICO <hr/> Jennifer B. Damico	Senior Vice President, Controller & Chief Accounting Officer (Principal Accounting Officer)	May 5, 2026
/S/ RONALD E. BLAYLOCK <hr/> Ronald E. Blaylock	Director	May 5, 2026
/S/ MORTIMER J. BUCKLEY <hr/> Mortimer J. Buckley	Director	May 5, 2026
/S/ SUSAN DESMOND-HELLMANN <hr/> Susan Desmond-Hellmann	Director	May 5, 2026
/S/ JOSEPH J. ECHEVARRIA <hr/> Joseph J. Echevarria	Director	May 5, 2026
/S/ SCOTT GOTTLIEB <hr/> Scott Gottlieb	Director	May 5, 2026
/S/ DAN R. LITTMAN <hr/> Dan R. Littman	Director	May 5, 2026
/S/ SHANTANU NARAYEN <hr/> Shantanu Narayen	Director	May 5, 2026

/S/ SUZANNE NORA JOHNSON

Director

May 5, 2026

Suzanne Nora Johnson

/S/ JAMES QUINCEY

Director

May 5, 2026

James Quincey

/S/ JAMES C. SMITH

Director

May 5, 2026

James C. Smith

/S/ CYRUS TARAPOREVALA

Director

May 5, 2026

Cyrus Taraporevala

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Pfizer 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(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee(3)
Equity	Common Stock, \$0.05 par value per share	Other	320,000,000	\$26.375	\$8,440,000,000	0.00013810	\$1,165,564
Total Offering Amounts					\$8,440,000,000		\$1,165,564
Total Fee Offsets							—
Net Fee Due							\$1,165,564

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover shares of common stock, par value \$0.05 per share (the “Common Stock”), of Pfizer Inc. (the “Registrant”) that may become issuable under the Pfizer Inc. 2019 Stock Plan, as amended April 2026 by reason of certain corporate transactions or events, including 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 the Registrant’s outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(h) and (c) under the Securities Act. The maximum offering price per share is based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on April 29, 2026.
- (3) The Registrant does not have any fee offsets.



May 5, 2026

Pfizer Inc.
66 Hudson Boulevard East
New York, New York 10001-2192

Re: Pfizer Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I am the Senior Vice President and Corporate Secretary, Chief Governance Counsel of Pfizer Inc., a Delaware corporation (the “Company”). Attorneys under my supervision and I have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), for the registration of 320,000,000 shares of common stock, par value \$0.05 per share (the “Common Stock”), of the Company (the “Shares”) that may be issued under the Pfizer Inc. 2019 Stock Plan, as amended April 2026 (the “Amended 2019 Plan”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In rendering the opinion set forth herein, attorneys under my supervision and/or I have examined and relied on originals or copies, certified or otherwise identified to our satisfaction, the following: (i) the Amended 2019 Plan; (ii) the Registration Statement in the form to be filed under the Act; (iii) the Restated Certificate of Incorporation, as amended to date and currently in effect; (iv) the By-Laws of the Company, as amended to date and currently in effect; (v) certain resolutions of the Board of Directors of the Company (the “Board”) relating to the Amended 2019 Plan, the filing of the Registration Statement and certain related matters; (vi) the forms of award or enrollment agreements under the Amended 2019 Plan (the “Award Agreements”); (vii) the certificate and report of the inspector of voting at the Company’s annual meeting of stockholders held on April 23, 2026; and (viii) such other documents as attorneys under my supervision and/ or I have deemed necessary or appropriate as a basis for the opinion set forth below.

In our examination, attorneys under my supervision and I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents.

For purposes of the opinion set forth below, attorneys under my supervision and/or I have assumed that:

- (1) all Shares will be issued in accordance with the Award Agreements in the form examined, and such Award Agreements to be entered into are consistent with the Amended 2019 Plan and are duly authorized, validly executed and delivered by the parties thereto;
 - (2) the Board, or a duly authorized committee thereof, will take all necessary corporate action, including under the terms of the Amended 2019 Plan, to authorize and approve the issuance of Shares;
 - (3) the consideration received by the Company for each Share delivered pursuant to the Amended 2019 Plan shall not be less than the par value of the Common Stock; and
 - (4) the registrar and transfer agent for the Common Stock will duly register such issuance.
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Based upon the foregoing, I am of the opinion that the Shares to be issued under the Amended 2019 Plan have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

I am a member of the bar of the State of New York, and I do not express any opinion as to the laws of any other jurisdiction other than the Delaware General Corporation Law.

I hereby consent to the filing of this opinion with the U.S. Securities and Exchange Commission as an exhibit to the Registration Statement.

Very truly yours,

/s/ Margaret M. Madden
Margaret M. Madden

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our reports dated February 26, 2026, with respect to the consolidated financial statements of Pfizer Inc. and Subsidiary Companies, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

New York, New York
May 5, 2026