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

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

SUMMIT THERAPEUTICS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

37-1979717
(I.R.S. Employer
Identification No.)

**601 Brickell Key Drive, Suite 1000
Miami, FL**
(Address of Principal Executive Offices)

2020 Stock Incentive Plan
(Full Title of the Plans)

Robert Duggan
Co-Chief Executive Officer
Summit Therapeutics Inc.
**601 Brickell Key Drive, Suite 1000
Miami, FL 33131
(305) 203-2034**

Mahkam Zanganeh
Co-Chief Executive Officer
Summit Therapeutics Inc.
**601 Brickell Key Drive, Suite 1000
Miami, FL 33131
(305) 203-2034**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Adam Finerman, Esq.
Baker & Hostetler LLP
45 Rockefeller Plaza
New York, NY 10111
Telephone: (212) 589-4233

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

Summit Therapeutics Inc. (the “Registrant”) is filing this registration statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an aggregate of 6,400,000 additional shares of Common Stock that were added to the shares authorized for issuance under, and in accordance with, the Registrant’s Amended and Restated 2020 Stock Incentive Plan (the “Plan”), effective January 1, 2026. The Registrant previously registered shares of Common Stock for issuance under the Plan under Registration Statements on Form S-8 filed with the Commission on October 5, 2020 ([File No. 333-249313](#)), April 6, 2022 ([File No. 333-264163](#)), May 1, 2024 ([File No. 333-279024](#)) and May 19, 2025 ([File No. 333-287402](#)). Pursuant to General Instruction E to Form S-8 this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced in the preceding sentence.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act. The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 will be delivered to the participants in the plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the “Commission”). The following documents, which have been filed with the Commission, are incorporated in this Registration Statement by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on [February 23, 2026](#);
- (b) The Registrant’s Current Reports on Form 8-K filed on [January 29, 2026](#); and
- (c) The description of the Registrant’s Common Stock contained on the Registrant’s registration statement on Form 8-K dated [September 18, 2020](#), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items), prior to the filing of a post-effective amendment to this Registration Statement 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 in this Registration Statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any 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.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<u>Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 18, 2020)</u>
4.2	<u>Amendment to Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on July 29, 2022)</u>
4.3	<u>Amendment No. 2 to Restated Certificate of Incorporation, dated January 19, 2023 (incorporated by reference to Exhibit 5.1 to the Registrant's Current Report on Form 8-K filed with the Commission on January 20, 2023)</u>
4.4	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the Commission on September 18, 2020)</u>
5.1	<u>Opinion of Baker & Hostetler LLP</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm for the Registrant</u>
23.2	<u>Consent of Baker & Hostetler LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on signature page)</u>
99.1	<u>Amended and Restated 2020 Stock Incentive Plan, dated October 12, 2023 (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-279024), filed with the Commission on May 1, 2024)</u>
99.2	<u>Form of Option Award under 2020 Stock Incentive Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 (File. No. 333-287402) filed with the Commission on May 19, 2025)</u>
99.3	<u>Form of Restricted Stock Unit Agreement under 2020 Stock Incentive Plan (incorporated by reference to Exhibit 10.29 to the Registrant's Current Report on Form 8-K, filed with the Commission on September 29, 2020)</u>
107	<u>Filing Fee Table</u>

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, on February 23, 2026.

SUMMIT THERAPEUTICS INC.

By: /s/ Robert W. Duggan
Robert W. Duggan
Co-Chief Executive Officer and Executive Chairman
(Principal Executive Officer)

By: /s/ Mahkam Zanganeh
Dr. Mahkam Zanganeh
Co-Chief Executive Officer, President and Director
(Principal Executive Officer)

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert W. Duggan, Mahkam Zanganeh and Manmeet Soni, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 Securities and Exchange Commission, 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 connection therewith, 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 any of them, 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 of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Robert W. Duggan</u> Robert W. Duggan	Co-Chief Executive Officer and Executive Chairman (Principal Executive Officer)	February 23, 2026
<u>/s/ Mahkam Zanganeh</u> Dr. Mahka m Zanganeh	Co-Chief Executive Officer, President and Director (Principal Executive Officer)	February 23, 2026
<u>/s/ Manmeet S. Soni</u> Manmeet S. Soni	Chief Operating Officer, Chief Financial Officer and Director (Principal Financial Officer)	February 23, 2026
<u>/s/ Bhaskar Anand</u> Bhaskar Anand	Head of Finance and Chief Accounting Officer (Principal Accounting Officer)	February 23, 2026
<u>/s/ Robert F. Booth</u> Dr. Robert F. Booth	Director	February 23, 2026
<u>/s/ Alessandra Cesano</u> Alessandra Cesano	Director	February 23, 2026

<u>/s/ Kenneth Clark</u> Kenneth Clark	Director	February 23, 2026
<u>/s/ Jeff Huber</u> Jeff Huber	Director	February 23, 2026
<u>/s/ Mostafa Ronaghi</u> Mostafa Ronaghi	Director	February 23, 2026
<u>/s/ Yu Xia</u> Dr. Yu Xia	Director	February 23, 2026

BakerHostetler

Baker & Hostetler LLP45 Rockefeller Plaza
New York, NY 10111T 212.589.4200
F 212.589.4201
www.bakerlaw.com

February 23, 2026

Summit Therapeutics Inc.
601 Brickell Key Drive, Suite 1000
Miami, FL 33131

Ladies and Gentlemen:

We have acted as counsel to Summit Therapeutics Inc., a Delaware corporation (the “Company”), with respect to the Company’s Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company with the Securities and Exchange Commission (the “Commission”) on or about February 23, 2026 in connection with the registration under the Securities Act of 1933, as amended (the “Act”), by the Company of 6,400,000 additional shares of Common Stock, \$0.01 par value per share (the “Common Stock”), issuable pursuant to the Summit Therapeutics Inc. Amended and Restated 2020 Stock Incentive Plan (the “Plan”), effective January 1, 2026.

We have examined such documents and such matters of fact and law as we deem necessary to render the opinions contained herein. In our examination, we have assumed, but have not independently verified, the genuineness of all signatures, the conformity to original documents of all documents submitted to us as certified, facsimile or other copies, and the authenticity of all such documents. As to questions of fact material to this opinion, we have relied on certificates or comparable documents of public officials and of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Common Stock to be issued by the Company under the Plan when issued and sold in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable. The opinions expressed herein are limited to the Delaware General Corporation Law and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby 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.

Very truly yours,

/s/Baker & Hostetler LLP

Baker & Hostetler LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Summit Therapeutics Inc. of our report dated February 23, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Summit Therapeutics Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 23, 2026

