

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

**FORM S-8**

REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**SERINA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**82-1436829**  
(I.R.S. Employer Identification No.)

**601 Genome Way,  
Suite 2001  
Huntsville, Alabama**  
(Address of Principal Executive Offices)

**35806**  
(Zip Code)

**Serina Therapeutics, Inc. 2024 Equity Incentive Plan**  
(Full title of the plan)

**Steve Ledger**  
**Chief Executive Officer**  
**Serina Therapeutics, Inc.**  
**601 Genome Way, Suite 2001**  
**Huntsville, Alabama 35806**  
(Name and address of agent for service)

**(256) 327-9630**  
(Telephone number, including area code, of agent for service)

*Copies to:*  
**Scott Ludwig**  
**Stephen Hinton**  
**Bradley Arant Boult Cummings LLP**  
**200 Clinton Avenue Huntsville Alabama 35801**  
**(256) 517-5100**

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   
Non-accelerated filer

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**

This Registration Statement on Form S-8 is being filed by Serina Therapeutics, Inc. (the “Company”, “we,” “us,” or “our”) to register 535,478 additional shares of the Company’s common stock (the “common stock”) to a total of 3,210,478 shares of common stock, reserved for issuance under the Company’s 2024 Equity Incentive Plan (the “2024 Plan”) pursuant to the provisions of the 2024 Plan which provides for annual automatic increases in the number of shares of common stock reserved for issuance under the 2024 Plan in an amount equal to 5% of the outstanding shares of common stock on the last day of the immediately preceding fiscal year.

Pursuant to General Instruction E regarding Registration of Additional Securities, the contents of the Registration Statements on Form S-8 filed with the U.S. Securities and Exchange Commission (the “SEC”) on June 17, 2024 (Registration No. 333-280250) and on April 2, 2025 (Registration No. 333-286343) are incorporated by reference herein except as otherwise updated or modified by this filing. All exhibits required by General Instruction E to Form S-8 are filed as exhibits hereto.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

We incorporate by reference in this Registration Statement the documents listed below, excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”):

- our Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed with the SEC on March 25, 2026 (the “Annual Report”);
- our [Definitive Proxy Statement on Schedule 14A](#), filed with the SEC on September 26, 2025, and our [Amendment No. 1 to Definitive Proxy Statement on Schedule 14A](#), filed with the SEC on October 27, 2025;
- all other reports filed with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2025; and
- the disclosures set forth under the caption “Description of Capital Stock” in the Company’s Registration Statement on [Form S-1](#) (File No. 333-279121), filed with the SEC on May 3, 2024, and any other amendment or report filed for the purpose of updating such description.

In addition, any future filings made by us with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered 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 filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with SEC rules shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference in or deemed to be part of this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Statement.

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## Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1 *	<a href="#"><u>Opinion of Bradley Arant Boult Cummings LLP as to the validity of the securities being registered.</u></a>
10.1	<a href="#"><u>Serina Therapeutics Inc. 2024 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on December 18, 2024).</u></a>
23.1 *	<a href="#"><u>Consent of Frazier &amp; Deeter, LLC.</u></a>
23.2	<a href="#"><u>Consent of Counsel (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (contained on the signature page hereto).</u></a>
107	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith

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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 San Jose, State of California, on March 25, 2026.

SERINA THERAPEUTICS, INC.

By: /s/ Steve Ledger

Name: Steve Ledger

Its: Chief Executive Officer

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steve Ledger and Gregory S. Curhan, and each of them, his or her true and lawful attorneys-in-fact and agents with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 with any completions, additions, deletions or other changes that Mr. Ledger or Mr. Curhan shall deem necessary, appropriate or advisable, to sign any or all amendments to this Registration Statement on Form S-8, including post-effective amendments, 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 and about the premises, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all his or her 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 thereof.

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 and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Balkrishan (Simba) Gill</u> Balkrishan (Simba) Gill, Ph.D	Executive Chairman of the Board of Directors	March 25, 2026
<u>/s/ Steve Ledger</u> Steve Ledger	Chief Executive Officer and Director (Principal Executive Officer)	March 25, 2026
<u>/s/ Gregory S. Curhan</u> Gregory S. Curhan	Chief Financial Officer (Principal Financial and Accounting Officer)	March 25, 2026
<u>/s/ Gregory H. Bailey</u> Gregory H. Bailey, M.D.	Director	March 25, 2026
<u>/s/ Stephen Brannan</u> Stephen Brannan, M.D.	Director	March 25, 2026
<u>/s/ Richard Marshall</u> Richard Marshall, CBE, M.D., Ph.D.	Director	March 25, 2026
<u>/s/ Jay Venkatesan</u> Jay Venkatesan, M.D.	Director	March 25, 2026
<u>/s/ Karen J. Wilson</u> Karen J. Wilson	Director	March 25, 2026

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March 25, 2026

Serina Therapeutics, Inc.  
601 Genome Way  
Suite 2001  
Huntsville, Alabama 35806

Ladies and Gentlemen:

We have acted as special counsel to Serina Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the proposed issuance by the Company of up to 535,478 shares (the "**Shares**") of Common Stock, pursuant to the Serina Therapeutics, Inc. 2024 Equity Incentive Plan (the "**2024 Plan**"). The Shares are included in the Company's Registration Statement on Form S-8 (the "**Registration Statement**"), filed by the Company with the U.S. Securities and Exchange Commission (the "**SEC**") under the provisions of the Securities Act of 1933, as amended (the "**Securities Act**"), on the date hereof. This opinion is being delivered to you in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with rendering the opinion set forth in this opinion letter, we have reviewed the Registration Statement, the 2024 Plan and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company, certificates of public officials and such other documents as we have deemed relevant and necessary as a basis for the opinion expressed herein.

In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to all original documents of all documents submitted to us as copies and the accuracy and completeness of all information provided to us by the Company.

We have also assumed, without independent investigation, that at the time of the issuance of the Shares: (i) all of the terms and conditions for such issuance set forth in the 2024 Plan and any related agreements will have been fully satisfied, waived or discharged; (ii) each award agreement setting forth the terms of each award granted pursuant to the 2024 Plan will be consistent with the 2024 Plan and will have been duly authorized and validly executed and delivered by the parties thereto; (iii) a sufficient number of shares of Common Stock will remain available for issuance of the Shares; and (iv) the legal consideration payable in connection with the issuance of the Shares pursuant to the 2024 Plan will not be less than the par value of the Common Stock and will be otherwise proper and sufficient.

Based upon the foregoing and the other matters stated herein, we are of the opinion that when issued and delivered in accordance with the terms set forth in the 2024 Plan and against payment of the consideration therefor, the issuance 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.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as amended (the "**DGCL**"), and the United States of America. This opinion is limited to the current DGCL and the current federal laws of the United States, and to the facts as they exist on the date hereof. We assume no obligation to revise or supplement our opinion should the present laws, or the interpretations thereof, be changed in respect of any circumstances or events that occur subsequent to the date hereof. This opinion letter is limited to the opinion expressly stated herein, and no other opinions are to be inferred or implied.

We hereby consent to the filing of this opinion with the SEC as an Exhibit to the above-referenced Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Bradley Arant Boult Cummings LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 25, 2026, with respect to the consolidated financial statements of Serina Therapeutics, Inc. (the "Company") as of and for the years ended December 31, 2025 and 2024, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

*/s/ Frazier & Deeter, LLC*

Tampa, Florida  
March 25, 2026

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