

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

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

**Vicarious Surgical Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**87-2678169**

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

**78 Fourth Avenue  
Waltham, Massachusetts 02451**

(Address, including zip code, of registrant's principal executive offices)

**Vicarious Surgical Inc. 2021 Equity Incentive Plan, as amended**  
(Full title of the plan)

**Adam Sachs  
Chief Executive Officer  
Vicarious Surgical Inc.  
78 Fourth Street  
Waltham, Massachusetts 02451  
(617) 868-1700**

(Name, address and telephone number, including area code, of agent for service)

*With a copy to:*

**Robert A. Pettit, Esq.  
Blank Rome LLP  
125 High Street  
Boston, MA 02110  
(617) 415-1200**

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	<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.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") registers an aggregate of 311,046 additional shares of Class A common stock, par value \$0.0001 per share (the "Class A common stock"), of Vicarious Surgical Inc. (the "Registrant") for issuance under the Vicarious Surgical Inc. 2021 Equity Incentive Plan, as amended, which amendment was approved by the Registrant's stockholders at the Registrant's annual meeting of stockholders on June 27, 2025. This Registration Statement registers additional securities of the same class as other securities for which registration statements filed on Form S-8 (SEC File Nos. 333-261455, 333-261736, 333-265562, 333-273296 and 333-280538) of the Registrant are effective, and the information contained in such registration statements is hereby incorporated by reference pursuant to General Instruction E of Form S-8, except to the extent supplemented, amended or superseded by the information set forth herein.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2024, filed with the Commission on March 17, 2025;
- (c) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2025, filed with the Commission on May 12, 2025;
- (c) The Registrant's Current Reports on Form 8-K as filed with the Commission on [January 21, 2025](#), [February 18, 2025](#), [March 13, 2025](#), [March 24, 2025](#), [April 11, 2025](#), and [June 30, 2025](#);
- (d) The description of the Registrant's securities contained in the Registrant's registration statement on [Form 8-A](#) (File No. 001-39384), filed by the Registrant with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on July 13, 2020, as updated by the description of the Registrant's common stock filed as [Exhibit 4.1](#) to the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2024, filed with the Commission on March 17, 2025, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof 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 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 herein and to be part hereof from the date of filing of such reports and 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.

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
4.1	<a href="#">Certificate of Incorporation of Vicarious Surgical Inc., as amended</a>		Form 10-Q (Exhibit 3.1)	8/12/2024	001-39384
4.2	<a href="#">Amended and Restated Bylaws of Vicarious Surgical Inc.</a>		Form 8-K (Exhibit 3.2)	9/23/2021	001-39384
4.3	<a href="#">Specimen Class A Common Stock Certificate.</a>		Form S-8 (Exhibit 4.4)	6/27/2024	333-280538
4.4	<a href="#">Warrant Agreement, dated as of July 14, 2020, by and between Vicarious Surgical Inc. (formerly D8 Holdings Corp.) and Continental Stock Transfer &amp; Trust Company.</a>		Form 8-K (Exhibit 4.1)	7/17/2020	001-39384
5.1	<a href="#">Opinion of Blank Rome LLP</a>	X			
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm</a>	X			
23.2	<a href="#">Consent of Blank Rome LLP (included in Exhibit 5.1)</a>	X			
24.1	<a href="#">Power of Attorney (included on the signature page hereof)</a>	X			
99.1+	<a href="#">Vicarious Surgical Inc. 2021 Equity Incentive Plan, as amended, and forms of agreement thereunder</a>		Form 8-K (Exhibit 10.1)	6/30/2025	001-39384
107	<a href="#">Filing Fee Table</a>	X			

+ Denotes management contract or compensatory plan or arrangement

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Waltham, Commonwealth of Massachusetts, on July 2, 2025.

### VICARIOUS SURGICAL INC.

By: /s/ Adam Sachs  
Name: Adam Sachs  
Title: Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Adam Sachs and Sarah Romano, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further 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 and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Adam Sachs</u> Adam Sachs	Chief Executive Officer and Director (Principal Executive Officer)	July 2, 2025
<u>/s/ Sarah Romano</u> Sarah Romano	Chief Financial Officer (Principal Financial and Accounting Officer)	July 2, 2025
<u>/s/ Fuad Ahmad</u> Fuad Ahmad	Director	July 2, 2025
<u>/s/ Victoria Carr-Brendel</u> Victoria Carr-Brendel	Director	July 2, 2025
<u>/s/ Randy Clark</u> Randy Clark	Director	July 2, 2025
<u>/s/ Joseph Doherty</u> Joseph Doherty	Director	July 2, 2025
<u>/s/ David Ho</u> David Ho	Director	July 2, 2025
<u>/s/ Beverly Huss</u> Beverly Huss	Director	July 2, 2025
<u>/s/ Sammy Khalifa</u> Sammy Khalifa	Director	July 2, 2025
<u>/s/ Donald Tang</u> Donald Tang	Director	July 2, 2025

## BLANKROME

125 High Street | Boston, MA 02110  
blankrome.com

**Phone:** 617-415-1200  
**Fax:** 617-415-1201

July 2, 2025

Vicarious Surgical Inc.  
78 Fourth Avenue  
Waltham, Massachusetts 02451

Re: Vicarious Surgical Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the “**Registration Statement**”) filed on the date hereof by Vicarious Surgical Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), with respect to the registration of up to an aggregate of 311,046 shares of the Company’s common stock, par value \$0.0001 per share (the “**Shares**”), that may be issued pursuant to the Company’s 2021 Equity Incentive Plan, as amended through the date hereof (the “**Plan**”).

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed relevant or appropriate for purposes of this opinion letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies. We have also assumed that all of the shares eligible for issuance under the Plan following the date hereof will be issued for not less than par value.

Based upon, and subject to, the foregoing, it is our opinion that the 311,046 Shares, when issued in accordance with the provisions of the Plan and the Registration Statement and the related prospectus, will be validly issued, fully paid and non-assessable.

The opinions in this opinion letter are qualified in their entirety and subject to the following:

1. We express no opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.
2. This opinion is given as of the date hereof and is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. We assume herein no obligation, and hereby disclaim any obligation, to make any inquiry after the date hereof or to advise you of any future changes in the foregoing or of any facts or circumstances that may hereafter come to our attention.

We consent to the reference to this firm as your counsel in the Registration Statement and to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations promulgated thereunder.

Very truly yours,

/s/ BLANK ROME LLP  
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BLANK ROME 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 17, 2025, relating to the financial statements of Vicarious Surgical Inc. appearing in the Annual Report on Form 10-K of Vicarious Surgical Inc. for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
July 2, 2025

## Calculation of Filing Fee Table

Form S-8  
(Form Type)

Vicarious Surgical Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.0001 per share	457(c) and 457(h)	311,046 <sup>(2)</sup>	\$ 7.645 <sup>(3)</sup>	\$2,377,946.67	\$ 0.0001531	\$ 364.06
<b>Total Offering Amounts</b>					\$2,377,946.67		\$ 364.06
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							<b>\$ 364.06</b>

- (1) Represents shares of Class A common stock, par value \$0.0001 per share (“Class A common stock”) that may be issued under the Vicarious Surgical Inc. 2021 Equity Incentive Plan, as amended (the “2021 Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of Class A common stock that become issuable under the 2021 Plan as a result of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of Class A common stock.
- (2) Represents the number of additional shares of Class A common stock reserved for issuance under the 2021 Plan as approved by the Registrant’s stockholders on June 27, 2025.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act on the basis of the average of the high and the low price of Registrant’s Class A common stock as reported on the New York Stock Exchange on July 1, 2025, a date within five business days prior to the filing of this Registration Statement.