

As filed with the U.S. Securities and Exchange Commission on February 26, 2026  
Registration No. 333-

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

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

**Coufang, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**720 Olive Way, Suite 600, Seattle, Washington**  
(Address of Principal Executive Offices)

**27-2810505**

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

**98101**  
(Zip Code)

**Coufang, Inc. 2021 Equity Incentive Plan**

(Full Title of the Plan)

**Gaurav Anand**  
**Chief Financial Officer**  
**Coufang, Inc.**

**720 Olive Way, Suite 600**  
**Seattle, Washington 98101**

(Name and Address of Agent for Service)

**(206) 333-3839**

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

*Copies to:*

**Lori Zyskowski**

Gibson, Dunn & Crutcher LLP  
200 Park Avenue  
New York, New York 10166  
(212) 351-4000

**Harold Rogers**

General Counsel and Chief Administrative Officer  
Coufang, Inc.  
720 Olive Way, Suite 600  
Seattle, Washington 98101  
(206) 333-3839

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

The 2021 Equity Incentive Plan (the “2021 Plan”) of Coupang, Inc. (the “Registrant”) provides that the total number of shares of the Registrant’s Class A common stock reserved for issuance under the 2021 Plan will automatically increase on January 1<sup>st</sup> of each year for a period of ten years commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to five percent (5%) of the total number of shares of the Registrant’s capital stock outstanding on December 31<sup>st</sup> of the preceding year, or a lesser number of shares as determined by the Registrant’s Board of Directors. The Registrant’s capital stock is composed of Class A common stock and Class B common stock. Accordingly, on January 1, 2026, the number of shares of the Registrant’s Class A common stock that may be issued under the 2021 Plan increased by an additional 91,156,858 shares, representing five percent (5%) of the outstanding shares of the Registrant’s capital stock as of December 31, 2025. In addition, the number of shares reserved for issuance under the 2021 Plan increases by the number of shares that were issuable upon the exercise of options or upon the vesting of restricted stock unit awards granted under the Coupang, LLC Amended and Restated 2011 Equity Incentive Plan that expired, terminated prior to exercise or settlement, were not issued because the award was settled in cash, were forfeited because of the failure to vest, or were reacquired or withheld (or not issued) to satisfy a tax withholding obligation or the purchase or exercise price, if any. As a result, the shares of Class A common stock reserved under the 2021 Plan increased by an additional 4,503 shares. In addition, the number of shares reserved for issuance under the 2021 Plan increases by the number of shares that were issuable upon the vesting of restricted stock unit awards granted under the 2021 Plan that were forfeited or repurchased by the Company because of a failure to meet a contingency or condition required for the vesting of such shares, or were reacquired by the Company to satisfy a tax withholding obligation in connection with the award. As a result, the shares of Class A common stock reserved under the 2021 Plan increased by an additional 11,097,307 shares. This Registration Statement on Form S-8 is being filed for the purpose of registering these additional shares reserved for issuance under the 2021 Plan. These additional shares of Class A common stock are securities of the same class as other securities for which a Registration Statement on Form S-8 (File No. 333-254117), a Registration Statement on Form S-8 (File No. 333-263270), a Registration Statement on Form S-8 (File No. 333-270172), a Registration Statement on Form S-8 (File No. 333-277463), and a Registration Statement on Form S-8 (File No. 333-285234) (collectively, the “Prior Registration Statements”) were filed with the Securities and Exchange Commission (the “SEC”) on March 11, 2021, March 3, 2022, March 1, 2023, February 28, 2024, and February 25, 2025, respectively.

Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of the Registrant’s Class A common stock issuable under the 2021 Plan, are incorporated herein by reference and made part of this Registration Statement, except as modified hereby.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents the Registrant filed with the SEC are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025 (the "2025 Annual Report"), filed with the SEC on February 26, 2026 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) All other reports filed by the Registrant with the SEC pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the 2025 Annual Report (other than the portions of these documents not deemed to be filed); and
- (c) The description of the Registrant's Class A common stock contained in [Exhibit 4.2](#) of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 3, 2022, including any amendment or report filed for the purpose of updating such description.

All other reports and documents 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) on or after the date of this Registration Statement and 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 then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the 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 purposes of this Registration Statement to the extent that a statement contained herein or 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.

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## ITEM 8. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File Number	Exhibit	Filing Date
4.1	<a href="#">Certificate of Incorporation of the Registrant.</a>	10-Q	001-40155	3.1	November 12, 2021
4.2	<a href="#">Amended and Restated Bylaws of the Registrant.</a>	8-K	001-40155	3.1	June 27, 2024
5.1*	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>				
23.1*	<a href="#">Consent of Samil PricewaterhouseCoopers, independent registered public accounting firm.</a>				
23.2*	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1 hereto).</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this Form S-8).</a>				
99.1	<a href="#">Coupang, Inc. 2021 Equity Incentive Plan.</a>	10-K	001-40155	10.5	March 1, 2023
107.1*	<a href="#">Filing Fee Table</a>				
*	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 Seoul, Republic of Korea, on this 26<sup>th</sup> day of February, 2026.

**COUPANG, INC.**

By: /s/ Jonathan Lee  
Jonathan Lee  
*Chief Accounting Officer*

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bom Kim, Gaurav Anand, Harold Rogers, and Ruby Alexander, and each one of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (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 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 their 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bom Kim</u> Bom Kim	Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>	February 26, 2026
<u>/s/ Gaurav Anand</u> Gaurav Anand	Chief Financial Officer <i>(Principal Financial Officer)</i>	February 26, 2026
<u>/s/ Jonathan Lee</u> Jonathan Lee	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	February 26, 2026
<u>/s/ Jason Child</u> Jason Child	Director	February 26, 2026
<u>/s/ Pedro Franceschi</u> Pedro Franceschi	Director	February 26, 2026
<u>/s/ Neil Mehta</u> Neil Mehta	Director	February 26, 2026
<u>/s/ Asha Sharma</u> Asha Sharma	Director	February 26, 2026
<u>/s/ Benjamin Sun</u> Benjamin Sun	Director	February 26, 2026
<u>/s/ Ambereen Toubassy</u> Ambereen Toubassy	Director	February 26, 2026
<u>/s/ Kevin Warsh</u> Kevin Warsh	Director	February 26, 2026

## Calculation of Filing Fee Tables

### Form S-8

(Form Type)

### Coupang, 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 <sup>(1)</sup>	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	102,258,668 <sup>(2)</sup>	\$18.20 <sup>(3)</sup>	\$1,861,107,757.60	0.00013810	\$257,018.98
<b>Total Offering Amounts</b>					\$1,861,107,757.60		\$257,018.98
<b>Total Fee Offsets <sup>(4)</sup></b>							\$0.00
<b>Net Fee Due</b>							\$257,018.98

(1)	Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “ <i>Securities Act</i> ”), this Registration Statement shall also cover any additional shares of Class A common stock of Coupang, Inc. (the “ <i>Registrant</i> ”) that become issuable under the Coupang, Inc. 2021 Equity Incentive Plan (the “ <i>2021 Plan</i> ”) set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock, as applicable.
(2)	Represents (i) 91,156,858 additional shares of the Registrant’s Class A common stock available for issuance as a result of the annual evergreen increase on January 1, 2026 under the 2021 Plan, (ii) 4,503 additional shares of the Registrant’s Class A common stock that have become available for issuance upon the exercise of options or upon the vesting of restricted stock unit awards granted under the Coupang, LLC Amended and Restated 2011 Equity Incentive Plan that expired, terminated prior to exercise or settlement, were not issued because the award was settled in cash, were forfeited because of the failure to vest, or were reacquired or withheld (or not issued) to satisfy a tax withholding obligation or the purchase or exercise price, if any, and returned to the 2021 Plan, and (iii) 11,097,307 additional shares of the Registrant’s Class A common stock that were issuable upon the vesting of restricted stock unit awards granted under the 2021 Plan that were forfeited or repurchased by the Registrant because of a failure to meet a contingency or condition required for the vesting of such shares, or were reacquired by the Registrant to satisfy a tax withholding obligation in connection with the award, and therefore were added back to and have become available for future issuance under the 2021 Plan.

(3)	Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for purposes of calculating the registration fee on the basis of \$18.20, the average of the high and low prices of the Registrant's Class A common stock as reported on the New York Stock Exchange on February 24, 2026.
(4)	The Registrant does not have any fee offsets.

[Gibson Dunn Letterhead]

February 26, 2026

Coupang, Inc.  
720 Olive Way, Suite 600  
Seattle, Washington 98101

Re: Proposed Offering of up to 102,258,668 Shares of Class A Common Stock Pursuant to the Coupang, Inc. 2021 Equity Incentive Plan

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Coupang, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 102,258,668 shares of the Company's Class A Common Stock, par value \$0.0001 per share (the "Shares"), available for issuance under the Coupang, Inc. 2021 Equity Incentive Plan (the "Plan").

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render this opinion. In our examination, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to these opinions, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed without independent investigation that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents we have examined, we are of the opinion that the Shares issuable under the Plan, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

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We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus thereof. In giving these consents, we do not thereby 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 Commission promulgated thereunder.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Gibson, Dunn & Crutcher 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 Coupang, Inc. of our report dated February 26, 2026 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Coupang, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Samil PricewaterhouseCoopers  
Seoul, Korea  
February 26, 2026