As filed with the Securities and Exchange Commission on June 24, 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

OKLO INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**86-2292473**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

3190 Coronado Dr.
Santa Clara, CA 95054
(Address of Principal Executive Offices) (Zip Code)

Oklo Inc. 2024 Equity Incentive Plan
Oklo Inc. 2024 Employee Stock Purchase Plan
(Full Title of the Plans)

R. Craig Bealmear
Chief Financial Officer
3190 Coronado Dr.
Santa Clara, CA 95054
(Name and Address of Agent for Service)

(650) 550-0127
(Telephone Number, Including Area Code, of Agent for Service)

***Copies to*:**

David Schwartz, Esq.
Albert Vanderlaan, Esq.
Orrick, Herrington & Sutcliffe LLP
51 West 52nd Street
New York, NY 10019
(212) 506-5038

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

Pursuant to General Instruction E of Form S-8, Oklo Inc. (the "Registrant") is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") to register (i) a total of 8,025,494 additional shares of its Class A common stock, par value $0.0001 per share ("common stock"), under its 2024 Equity Incentive Plan (the "2024 Plan"), pursuant to the provisions of the 2024 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2024 Plan on January 1, 2026, and (ii) a total of 1,605,099 additional shares of its common stock under its 2024 Employee Stock Purchase Plan (the "2024 ESPP"), pursuant to the provisions of the 2024 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2024 ESPP on January 1, 2026. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on July 10, 2024 (File No. 333-280736). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference

The following documents, which have been filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in, and shall be deemed to be a part of, the Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Commission on March 17, 2026 (File No. 001-40583) (the "Annual Report");

(b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2026, filed with the Commission on May 12, 2026 and amended on June 17, 2026 (File No. 001-40583);

(c) The Registrant's Current Reports on Form 8-K filed with the Commission on April 14, 2026, May 13, 2026 and June 8, 2026, respectively (File No. 001-40583); and

(d) The description of the Registrant's securities contained in Exhibit 4.1 to the Annual Report, including any amendments thereto or reports filed for the purpose of updating such description.

All reports and other documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment, which indicates that all securities offered pursuant to the Registration Statement 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 hereof from the date of filing of such documents or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Registration Statement.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant's Second Amended and Restated Certificate of Incorporation (the "Restated Charter") and Amended and Restated Bylaws (the "Restated Bylaws") provide for indemnification by the Registrant of its directors and officers to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as the case may be, except for liability (1) for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) in the case of directors only, for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, (4) for any transaction from which the director derived an improper personal benefit or (5) in the case of officers only, any action by or in the right of the corporation. The Restated Charter provides for such limitation of liability to the fullest extent permitted by the DGCL.

The Restated Charter and Restated Bylaws provide that the Registrant will indemnify its directors and officers, in each case to the fullest extent permitted by Delaware law. The Registrant also maintains standard policies of insurance under which coverage is provided to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, while acting in their capacity as directors and officers of the Registrant.

The Registrant has entered into indemnification agreements with each of its current directors and executive officers. These agreements require the Registrant to indemnify these individuals against liabilities that may arise by reason of their service to the Registrant, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. The Registrant also intends to enter into indemnification agreements with the Registrant's future directors and executive officers.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement.

Exhibit No.	Description of Exhibit
4.1	Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on May 13, 2024).
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K, filed with the Commission on May 13, 2024).
5.1*	Opinion of Orrick, Herrington & Sutcliffe LLP
23.1*	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)
23.2*	Consent of Deloitte & Touche LLP
24.1*	Power of Attorney (included in the signature page to this Registration Statement)
99.1	Oklo Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8, filed with the Commission on July 9, 2024)
99.2	Oklo Inc. 2024 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8, filed with the Commission on July 10, 2024)
99.3	Form of Restricted Stock Unit Award Agreement under Oklo Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 99.4 to the Registrant's Registration Statement on Form S-8, filed with the Commission on July 10, 2024)
107*	Filing Fee Table

* Filed herewith.

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 Santa Clara, State of California, on June 24, 2026.

OKLO INC.

By: /s/ Jacob DeWitte
Name: Jacob DeWitte
Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Jacob DeWitte and R. Craig Bealmear, and each of them, such individual's true and lawful attorneys-in-fact and agents with full power of substitution, for such individual and in such individual's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the SEC, 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 such individual might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof. This Power of Attorney may be signed in one or more counterparts.

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:

Name	Title	Date
/s/ Jacob DeWitte Jacob DeWitte	Chairman and Chief Executive Officer *(Principal Executive Officer)*	June 24, 2026
/s/ R. Craig Bealmear R. Craig Bealmear	Chief Financial Officer *(Principal Financial and Accounting Officer)*	June 24, 2026
/s/ David A. Christian David A. Christian	Director	June 24, 2026
/s/ Caroline DeWitte Caroline DeWitte	Chief Operating Officer and Director	June 24, 2026
/s/ John Jansen Lt. Gen. (Ret.) John Jansen	Director	June 24, 2026
/s/ Derek Kan Derek Kan	Director	June 24, 2026
/s/ Richard W. Kinzley Richard W. Kinzley	Director	June 24, 2026
/s/ Michael Klein Michael Klein	Director	June 24, 2026
/s/ David Park David Park	Director	June 24, 2026
/s/ Dr. Mark Peters Dr. Mark Peters	Director	June 24, 2026
/s/ Daniel B. Poneman Daniel B. Poneman	Director	June 24, 2026
/s/ Michael Thompson Michael Thompson	Director	June 24, 2026

Exhibit 5.1



Orrick, Herrington & Sutcliffe LLP
222 Berkeley Street
Suite 2000
Boston, MA 02116
+1-617-880-1800

June 24, 2026

Oklo Inc.
3190 Coronado Drive
Santa Clara, CA 95054

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Oklo Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), covering the registration of an aggregate of up to 9,630,593 shares (the "Shares") of the Company's Class A common stock, par value $0.0001 per share ("Common Stock"), comprising (i) up to 8,025,494 shares of Common Stock reserved for issuance pursuant to the Company's 2024 Equity Incentive Plan; and (ii) up to 1,605,099 shares of Common Stock reserved for issuance pursuant to the Company's 2024 Employee Stock Purchase Plan (which plans are referred to herein as the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Second Amended and Restated Certificate of Incorporation of the Company, as amended and restated through the date hereof, (ii) the Amended and Restated Bylaws of the Company, as amended and restated through the date hereof, (iii) the Plans, and (iv) such corporate records of the Company, certificates of public officials, officers of the Company and other persons, and such other documents, agreements and instruments as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In such examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plans have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not 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/ ORRICK, HERRINGTON & SUTCLIFFE LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

Exhibit 23.2

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, 2026 relating to the financial statements of Oklo Inc., appearing in the Annual Report on Form 10-K of Oklo Inc. for the year ended December 31, 2025.

/s/ DELOITTE & TOUCHE

San Jose, California
June 24, 2026

Calculation of Filing Fee Tables

S-8

Oklo Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Class A Common Stock, par value $0.0001 per share	Other	8,025,494	$ 58.67	$ 470,855,732.98	0.0001381	$ 65,025.18
2	Equity	Class A Common Stock, par value $0.0001 per share	Other	1,605,099	$ 49.87	$ 80,046,287.13	0.0001381	$ 11,054.39
				Total Offering Amounts:		$ 550,902,020.11		$ 76,079.57
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 76,079.57

Offering Note

1

Note 1.A: Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the Class A common stock of Oklo Inc. (the "Registrant") that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant's Class A common stock.

Note 1.B: Represents 8,025,494 additional shares of the Registrant's Class A common stock that were automatically added to the shares authorized for issuance under the Registrant's 2024 Equity Incentive Plan (the "2024 Plan") on January 1, 2026 pursuant to an annual "evergreen" increase provision contained in the 2024 Plan.

Note 1.C: Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of $58.67 was computed by averaging the high and low prices of a share of the Registrant's Class A common stock as reported on the New York Stock Exchange on June 22, 2026.

2

See Note 1.A above.

Note 2.A: Represents 1,605,099 additional shares of the Registrant's Class A common stock that were automatically added to the shares authorized for issuance under the Registrant's 2024 Employee Stock Purchase Plan (the "ESPP") on January 1, 2026, pursuant to an annual "evergreen" increase provision contained in the ESPP.

Note 2.B: Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is equal to 85% of $58.67 and was computed by averaging the high and low prices of a share of the Registrant's Class A common stock as reported on the New York Stock Exchange on June 22, 2026. Under the ESPP, the purchase price of a share of Class A common stock is equal to 85% of the fair market value of the Registrant's Class A common stock on the offering date or the purchase date, whichever is less.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
							Rule 457(p)					
Fee Offset Claims												
Fee Offset Sources												