

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

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

CRISPR THERAPEUTICS AG

(Exact name of registrant as specified in its charter)

Switzerland
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification No.)

**Baarerstrasse 14
6300 Zug
Switzerland
+41 (0)41 561 32 79**
(Address of principal executive offices)

Not Applicable
(Zip Code)

**CRISPR Therapeutics AG
2026 Stock Option and Incentive Plan**
(Full title of the plan)

**Samarth Kulkarni, Ph.D.
Chief Executive Officer
c/o CRISPR Therapeutics, Inc.
105 West First Street
South Boston, MA 02127**

(Name and address of agent for service)

617-315-4600
(Telephone number, including area code, of agent for service)

Copies to:

**Robert E. Puopolo
Marishka DeToy
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000**

**James R. Kasinger
General Counsel and Secretary
CRISPR Therapeutics AG
Baarerstrasse 14
6300 Zug
Switzerland
+41 (0)41 561 32 79**

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.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in this Item 1 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement on Form S-8 (“Registration Statement”) or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Commission:

- (a) The Annual Report on Form 10-K filed by the registrant for the year ended December 31, 2025, filed with the Commission on [February 12, 2026](#) (including those portions of the [Definitive Proxy Statement](#) for the registrant’s 2026 Annual General Meeting of Shareholders incorporated by reference therein);
- (b) The Quarterly Report on Form 10-Q filed by the registrant for the quarter ended March 31, 2026, filed with the Commission on [May 4, 2026](#);
- (c) The Current Reports on Form 8-K filed by the registrant with the Commission on [January 12, 2026](#), [March 11, 2026](#), [March 16, 2026](#) and [June 4, 2026](#); and
- (d) The description of the registrant’s common shares contained in the registrant’s Registration Statement on Form 8-A ([File No. 001-37923](#)), filed by the registrant with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on October 18, 2016, including any amendments or reports filed for the purpose of updating such description.

All documents that the registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the common shares offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a 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 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 such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under current items 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.

Under Swiss law, a corporation may indemnify its directors or officers against losses and expenses (except for such losses and expenses arising from willful misconduct or negligence, although legal scholars advocate that at least gross negligence be required), including attorney's fees, judgments, fines and settlement amounts actually and reasonably incurred in a civil or criminal action, suit or proceeding by reason of having been the representative of, or serving at the request of, the corporation.

Subject to Swiss law, Article 29 of the registrant's articles of association provides for indemnification of the existing and former members of the registrant's board of directors, executive management, and their heirs, executors and administrators, against liabilities arising in connection with the performance of their duties in such capacity, and permits the registrant to advance the expenses of defending any act, suit or proceeding to members of our board of directors and executive management, provided the member concerned undertakes to repay such amounts in case it is ultimately not entitled to indemnification under the registrant's articles of association, provided the member concerned undertakes to repay such amounts in case it is ultimately not entitled to indemnification under the registrant's articles of association.

In addition, under general principles of Swiss employment law, an employer may be required to indemnify an employee against losses and expenses incurred by such employee in the proper execution of their duties under the employment agreement with the company.

The registrant has entered into indemnification agreements with each of its members of the board of directors and executive officers.

The registrant has purchased and maintains insurance on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in that capacity, subject to certain exclusions and limits of the amount of coverage.

These indemnification provisions and the indemnification agreements entered into between the registrant and its officers and directors may be sufficiently broad to permit indemnification of the registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Amended and Restated Articles of Association (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 4, 2026).
5.1*	Opinion of Walder Wyss AG, Swiss counsel of the Registrant, as to the validity of the common shares.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Walder Wyss AG (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page).
99.1	CRISPR Therapeutics AG 2026 Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 4, 2026).
99.2	Form of Incentive Stock Option Agreement under the CRISPR Therapeutics AG 2026 Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on June 4, 2026).
99.3	Form of Non-Qualified Stock Option Agreement for Company Employees under the CRISPR Therapeutics AG 2026 Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on June 4, 2026).
99.4	Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under CRISPR Therapeutics AG's 2026 Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on June 4, 2026).
99.5	Form of Restricted Stock Award under the CRISPR Therapeutics AG 2026 Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed on June 4, 2026).
99.6	Form of Restricted Stock Award Agreement for Company Employees under the CRISPR Therapeutics AG 2026 Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed on June 4, 2026).

99.7 [Form of Restricted Stock Award Agreement for Non-Employee Directors under the CRISPR Therapeutics AG 2026 Stock Option and Incentive Plan \(incorporated herein by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed on June 4, 2026\).](#)

107* [Filing Fee Table](#)

*Filed herewith.

Item 9. Undertakings.

(a) The registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) herein do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Boston, Commonwealth of Massachusetts on June 5, 2026.

CRISPR THERAPEUTICS AG

By: /s/ Samarth Kulkarni, Ph.D.
Name: Samarth Kulkarni, Ph.D.
Title: *Chief Executive Officer*

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Samarth Kulkarni, Raju Prasad and James R. Kasinger, as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent 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 person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, 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 on the date indicated below in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Samarth Kulkarni</u> Samarth Kulkarni	Chief Executive Officer, Chairman and Director (principal executive officer)	June 5, 2026
<u>/s/ Raju Prasad</u> Raju Prasad	Chief Financial Officer (principal financial and accounting officer)	June 5, 2026
<u>/s/ Ali Behbahani</u> Ali Behbahani	Director	June 5, 2026
<u>/s/ Maria Fardis</u> Maria Fardis	Director	June 5, 2026
<u>/s/ H. Edward Fleming, Jr.</u> H. Edward Fleming, Jr.	Director	June 5, 2026
<u>/s/ Simeon J. George</u> Simeon J. George	Director	June 5, 2026
<u>/s/ John T. Greene</u> John T. Greene	Director	June 5, 2026
<u>/s/ Katherine A. High</u> Katherine A. High	Director	June 5, 2026
<u>/s/ Sandesh Mahatme</u> Sandesh Mahatme	Director	June 5, 2026
<u>/s/ Briggs Morrison</u> Briggs Morrison	Director	June 5, 2026
<u>/s/ Christian Rommel</u> Christian Rommel	Director	June 5, 2026
<u>/s/ Douglas A. Treco</u> Douglas A. Treco	Director	June 5, 2026
<u>/s/ James R. Kasinger</u> James R. Kasinger	Authorized Representative in the United States	June 5, 2026

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8034 Zurich
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To:

CRISPR Therapeutics AG
Baarerstrasse 14
6300 Zug
Switzerland

Zurich, as of 5 June 2026

CRISPR Therapeutics AG – Swiss Legal Opinion (Registration Statement on Form S-8)

Dear Madam, Dear Sir,

We have acted as Swiss counsel to CRISPR Therapeutics AG, Zug, Switzerland (the **Company**) in connection with the filing of a registration statement on Form S-8 (the **Registration Statement**, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) by the Company with the U.S. Securities and Exchange Commission (the **Commission**) pursuant to the Securities Act of 1933, as amended (the **Securities Act**) on 5 June 2026 for the purpose of registering under the Securities Act the offer of 17,017,693 registered common shares, par value of currently CHF 0.03 each of the Company, which may be issued on the basis of the Plan (as defined below) under the Company's conditional share capital (such shares, the **Shares** and each a **Share**).

As such counsel, we have been requested to render an opinion as to certain matters of Swiss law.

1. Scope and Limitation of Opinion

Our opinion is strictly confined to matters of Swiss law as in force at the date hereof and as it is presently applied by the Swiss courts. Such law and its

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interpretation are subject to change. In the absence of explicit statutory law or established case law, we base our opinion solely on our independent professional judgment. Our opinion is strictly limited to the Documents (as defined below) and the matters stated herein and is not to be read as extending, by implication or otherwise, to any agreement or document referred to in any of the Documents or any other matter. For purposes of this opinion, we have not conducted any due diligence or similar investigation or verification as to any matters stated herein. In this opinion, Swiss legal concepts are expressed in English terms and not in their original language. These concepts may not be identical to the concepts described by the same English language terms as they exist under the laws of other jurisdictions.

2. Documents

For purposes of rendering the opinion expressed herein, we have received the following documents (the **Documents**):

- (a) a .pdf copy of the Registration Statement;
- (b) a .pdf copy of a certain CRISPR Therapeutics AG 2026 Stock Option and Incentive Plan (the **Plan**);
- (c) a .pdf copy of the public deed on the resolutions of the Company's ordinary shareholders' meeting dated 4 June 2026, approving, *inter alia*, certain changes to the Company's articles of association and the Plan (the **AGM Resolution**);
- (d) a certified copy of the articles of association of the Company in their version of 4 June 2026 (the **Articles**);
- (e) a certified excerpt from the Commercial Register of the Canton of Zug dated 27 March 2026 relating the Company and its Articles (the **Excerpt**); and
- (f) a .pdf copy of the resolution of the board of directors of the Company (the **Board**) dated 19 March 2026, approving, *inter alia*, the changes to the Plan (the **Board Resolution**);

No documents have been reviewed by us in connection with this opinion other than the Documents listed in this Section 2 (*Documents*).

All terms used in this opinion in uppercase form shall have the meaning ascribed to them in the Registration Statement, unless otherwise defined herein.

3. Assumptions

In rendering the opinion below, we have assumed:

- (a) the conformity to the Documents of all documents produced to us as copies, fax copies or via e-mail, and that the original was executed in the manner appearing on the copy of the draft;
- (b) the genuineness and authenticity of the signatures on all copies of the original Documents thereof which we have examined, and the accuracy of all factual information contained in, or statements given in connection with, the Documents;
- (c) the AGM Resolution has been duly resolved in a meeting duly convened and has not been rescinded or amended and is and will remain in full force and effect;
- (d) the Board Resolution has been duly resolved in a meeting duly convened, or, respectively, by duly executed circular resolution, has not been rescinded or amended and is and will remain in full force and effect;

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- (e) the Articles and the Excerpt are unchanged and correct as of the date hereof and no changes have been made which should have been or should be reflected in the Articles and the Excerpt as of the date hereof, other than the changes resolved by the AGM Resolution;
- (f) the legal capacity, power and authority of each of the parties (other than the Company) to enter into and perform its obligations under the Plan as well as the due authorization, execution and delivery of the Plan or any document thereunder by each of the parties thereto (including the Company) and that all consents or approvals from and filings, registrations and notifications with or to all governmental authorities (other than in Switzerland) required in connection with the execution, delivery and performance of the Plan have been obtained or made and are in full force and effect;
- (g) the Plan is in full force and effect, has not been rescinded, either in whole or in part, and that there is no matter affecting the authority of the Board to approve the adoption or assumption of the Plan and filing of the registration statement which would have any adverse implication in relation to the opinions expressed herein;
- (h) the Plan constitutes legal, valid, binding and enforceable obligations of the Company under the governing law;
- (i) all authorizations, approvals, consents, licenses, exemptions and other requirements, other than those required under the laws of Switzerland, for the legality, validity and enforceability of the Plan have been duly obtained and are and will remain in full force and effect;
- (j) the exercise of the options under the Plan will be in accordance with the Plan;
- (k) the exercise price of any option granted is at least the current par value of CHF 0.03 per Share and is paid by the option holder to the Company;
- (l) at the time of any issuance of Shares under the Plan, the Company will have according to article 3c of the Articles sufficient conditional share capital to issue the required number of new Shares to be delivered to option holders exercising options granted under the Plan; and
- (m) the (i) requisite reports of the Company's auditors according to article 653f of the Swiss Code of Obligations (the **CO**); (ii) the amendments to the Articles according to article 653g CO; and (iii) the entry of the corresponding share capital increase into the Commercial Register of the Canton of Zug will be given or made.

4. Opinion

Based upon the foregoing and subject to the qualifications set out below, we are of the following opinion:

The Shares, if and when issued and paid for in accordance with the Articles and, provided the issue price for such Shares has been fully paid-in, will be validly issued, fully paid-in and non-assessable.

5. The above opinions are subject to the following qualifications:

- (a) The lawyers of our firm are members of the Swiss bar and do not hold themselves to be experts in any laws other than the laws of Switzerland. Accordingly, we are opining herein as to Swiss law only and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.
- (b) This opinion is based on the current provisions of the laws of Switzerland and the regulations thereunder in effect on the date hereof and only as currently interpreted in Switzerland. Such laws and their interpretation are subject to change.

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- (c) We express no opinion as regards the withdrawal of the shareholders' preferential subscription rights (*Vorwegzeichnungsrechte*) in connection with any issuance of Shares.
- (d) When used in this opinion, the term "non-assessable" means that no further contributions have to be made to the Company by the relevant holder of the Shares.
- (e) We express no opinion as to the future availability of conditional share capital of the Company.
- (f) We express no opinion as to the accuracy or completeness of the information contained in the Registration Statement.
- (g) It should be noted that pursuant to article 706 and 706a of the CO, the shareholders are entitled to challenge resolutions adopted by the shareholders' meeting (*Generalversammlungsbeschlüsse*) that violate the law or a company's articles of association by initiating legal proceedings against a company within two months following such meeting. Such period has not lapsed with respect to the AGM Resolution.
- (h) We express no opinion as to any commercial, calculating, auditing or other non-legal matters. Further, we express no opinion as to tax law.

6. Miscellaneous

- (a) We do not assume any obligation to advise you of any changes in applicable law or any other matter that may come to our attention after the date hereof that may affect our opinion expressed herein.
- (b) We hereby consent to the filing of this opinion on the date hereof with the Commission as an exhibit to the Registration Statement and to the incorporation by reference of this opinion in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.
- (c) This opinion and all matters relating to this opinion are governed by and shall be construed in accordance with the substantive laws of Switzerland, the ordinary Courts of Zurich having exclusive jurisdiction.

Yours faithfully,
Walder Wyss AG

/s/ Alex Nikitine

Alex Nikitine

Attorneys admitted in Switzerland or in a EU/EFTA state are registered with the attorneys' registry

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2026 Stock Option and Incentive Plan of CRISPR Therapeutics AG of our reports dated February 12, 2026, with respect to the consolidated financial statements of CRISPR Therapeutics AG and the effectiveness of internal control over financial reporting of CRISPR Therapeutics AG included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
June 5, 2026
