

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

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

CervoMed Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

30-0645032

(IRS Employer
Identification No.)

20 Park Plaza, Suite 424

Boston, MA 02116

(Address of Principal Executive Offices)

CervoMed Inc. 2025 Equity Incentive Plan

(Full title of the plan)

John Alam, M.D.

President & Chief Executive Officer

CervoMed Inc.

20 Park Plaza, Suite 424

Boston, MA 02116

(Name and address of agent for service)

(617) 744-4400

(Telephone number, including area code, of agent for service)

Copies to:

William C. Hicks

Jason S. McCaffrey

Mintz Levin Cohn Ferris Glovsky &

Popeo, P.C.

One Financial Center

Boston, MA 02111

(617) 542-6000

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 has been filed by CervoMed Inc. (the “Registrant,” “CervoMed,” “we,” “us” or “our”), with the United States Securities and Exchange Commission (the “Commission”) to register an additional 2,000,000 shares of common stock, par value \$0.001 per share (“common stock”), reserved for future issuance under the Registrant’s 2025 Equity Incentive Plan, as amended by Amendment No. 1 (as amended, the “2025 Plan”), which amendment was approved by the Registrant’s stockholders on June 8, 2026.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

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 Form S-8 has been omitted from this Registration Statement on Form S-8 for offers of the Registrant’s common stock pursuant to the 2025 Plan. The documents containing the information specified in Part I will be delivered to the participants in the 2025 Plan covered by this Registration Statement as required by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, CervoMed Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

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, 2025 filed with the Commission on [March 13, 2026](#);
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended (i) March 31, 2026 filed with the Commission on [May 15, 2026](#), and (ii) June 30, 2026, filed with the Commission on [August 7, 2026](#);
- (c) The Registrant’s Current Reports on Form 8-K as filed with the Commission on [February 18, 2026](#), [March 4, 2026](#), [March 19, 2026](#), [April 22, 2026](#), [June 9, 2026](#), [June 10, 2026](#), [June 18, 2026](#), [June 22, 2026](#), [June 22, 2026](#), [July 9, 2026](#), [July 14, 2026](#), and [August 4, 2026](#); and
- (d) The description of the Registrant’s common stock included in the description of securities filed as [Exhibit 4.16](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on March 29, 2024, as such description has been amended, and any amendment or report the Registrant may file with the Commission 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 of 1934, as amended (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 herein or 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

As permitted by Section 102 of the General Corporation Law of the State of Delaware (the “DGCL”), the Company’s certificate of incorporation, as amended (the “Charter”), eliminates the liability of directors to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent otherwise required by the DGCL, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit.

Section 145 of the DGCL permits indemnification of officers and directors under certain circumstances in connection with liabilities (including reimbursement for expenses incurred) arising under the Securities Act. The Charter provides that the Company will indemnify any person who is or was made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company against expenses, judgments, fines, penalties, and amounts paid in settlement incurred in connection therewith to the fullest extent authorized by the DGCL. The Company’s bylaws, as amended (the “Bylaws”), provide for a similar indemnity to directors and officers of the Company to the fullest extent authorized by the DGCL.

The Company’s Bylaws authorize the Company’s board of directors to enter into indemnification contracts with each of its officers and directors. The Company has entered into indemnification contracts with each of its directors and executive officers. The indemnification contracts provide for the indemnification of directors and officers against all expenses, liability, and loss actually reasonably incurred to the fullest extent permitted by the Company’s Charter, Bylaws, and applicable law.

The Company’s Bylaws also authorize the Company to maintain insurance to protect any director or officer against any expense, liability, or loss, whether or not the Company would have the power to indemnify such person against such expense, liability, or loss under the DGCL.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, the Company has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Reference is made under this Item 8 to the exhibit list below, included in this Registration Statement.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1.1	Certificate of Incorporation, as amended.	10-K	3/24/2023	3.1	
4.1.2	Certificate of Amendment, dated August 16, 2023 to the Certificate of Incorporation, as amended, to implement the Reverse Stock Split.	8-K	8/17/2023	3.3	
4.1.3	Certificate of Amendment, dated August 16, 2023 to the Certificate of Incorporation, as amended, to implement the name change.	8-K	8/17/2023	3.4	
4.2	Bylaws, as amended, of CervoMed Inc.	8-K	8/17/2023	3.5	
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.				X
23.1	Consent of RSM US, LLP, independent registered public accounting firm.				X
23.2	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).				X
24.1	Power of Attorney (included on the signature page of this Registration Statement).				X
99.1#	CervoMed Inc. 2025 Equity Incentive Plan.	10-Q	8/8/2025	10.5	
99.2#	Amendment No. 1 to CervoMed Inc. 2025 Equity Incentive Plan.				X
99.3#	Form of Stock Option Award Agreement under 2025 Equity Incentive Plan.	10-Q	11/7/2025	10.1	
107	Calculation of Filing Fee Table.				X

Indicates management contract or compensatory plan.

Item 9. Undertakings.

1. The Registrant hereby undertakes:

(a) 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 20 percent 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) 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 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) 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.

(c) 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.

2. 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 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.

3. 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 has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts, on the 7th day of August, 2026.

CERVOMED INC.

By: /s/ John Alam, MD

John Alam, MD

President & Chief Executive Officer

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of John Alam, MD and William Elder as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement, including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, with full power of each to act alone, 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 for 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 his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

Signature	Title	Date
<u>/s/ John Alam, MD</u> John Alam, MD	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 7, 2026
<u>/s/ William Elder</u> William Elder	Chief Financial Officer and General Counsel <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 7, 2026
<u>/s/ Joshua S. Boger, PhD</u> Joshua S. Boger, PhD	Chair of the Board of Directors	August 7, 2026
<u>/s/ Sylvie Grégoire, PharmD</u> Sylvie Grégoire, PharmD	Director	August 7, 2026
<u>/s/ Jane Hollingsworth, JD</u> Jane Hollingsworth, JD	Director	August 7, 2026
<u>/s/ Jeff Poulton</u> Jeff Poulton	Director	August 7, 2026
<u>/s/ David Quigley</u> David Quigley	Director	August 7, 2026
<u>/s/ Marwan Sabbagh, MD</u> Marwan Sabbagh, MD	Director	August 7, 2026
<u>/s/ Frank Zavrl</u> Frank Zavrl	Director	August 7, 2026



One Financial Center
Boston, MA 02111
617 542 6000
mintz.com

August 7, 2026

CervoMed Inc.
20 Park Plaza, Suite 424
Boston, Massachusetts 02116

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as legal counsel to CervoMed Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of up to 2,000,000 shares of the Company’s common stock, \$0.001 par value per share (the “Shares”), that may be issued pursuant to the Company’s 2025 Equity Incentive Plan, as amended by Amendment No. 1 (as amended, the “2025 Plan”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Certificate of Incorporation, as amended, and Bylaws, as amended, each as currently in effect; the 2025 Plan; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the 2025 Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

BOSTON LOS ANGELES MIAMI NEW YORK SAN DIEGO SAN FRANCISCO TORONTO WASHINGTON
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the 2025 Plan will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this 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/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 of CervoMed Inc. of our report dated March 13, 2026, relating to the consolidated financial statements of CervoMed Inc. and its subsidiaries, appearing in the Annual Report on Form 10-K of CervoMed Inc. for the year ended December 31, 2025, which is incorporated by reference in this Registration Statement of Form S-8 of CervoMed Inc.

/s/ RSM US LLP

Boston, Massachusetts
August 7, 2026

**AMENDMENT NO. 1
TO THE CERVOMED INC.
2025 EQUITY INCENTIVE PLAN**

This AMENDMENT NO. 1 TO THE CERVOMED INC. 2025 EQUITY INCENTIVE PLAN (this “Amendment”) is made as of June 8, 2026.

Pursuant to Section 19 of the CervoMed Inc. 2025 Equity Incentive Plan (the “Plan”), the Plan is hereby amended as follows:

1. Effective upon the approval of the holders of at least a majority of the outstanding shares of stock of CervoMed Inc. (the “Company”) entitled to vote at the Company’s 2026 Annual Meeting of Stockholders, Section 4.1 of the Plan is hereby deleted and replaced in its entirety by the following:

“4.1 Maximum Number of Shares Available. Certain Restrictions on Awards. Subject to adjustment as provided in Section 4.3 of the Plan, the maximum number of shares of Common Stock that will be available for issuance under the Plan will be the sum of:

(a) 2,800,000 (the “Base Amount”);

(b) the number of shares issued or Incentive Awards granted under the Plan in connection with the settlement, assumption or substitution of outstanding awards or obligations to grant future awards as a condition of the Company and/or any Subsidiary(ies) acquiring, merging or consolidating with another entity; and

(c) the number of shares that are unallocated and available for grant under a stock plan assumed by the Company or any Subsidiary(ies) in connection with the merger, consolidation, or acquisition of another entity by the Company and/or any of its Subsidiaries, based on the applicable exchange ratio and other transaction terms, but only to the extent that such shares may be utilized by the Company or its Subsidiaries following the transaction pursuant to the rules and regulations of The NASDAQ Stock Market (or other applicable exchange or market on which the Company’s Common Stock may be traded or quoted).

The shares available for issuance under the Plan may, at the election of the Committee, be either treasury shares or shares authorized but unissued, and, if treasury shares are used, all references in the Plan to the issuance of shares will, for corporate law purposes, be deemed to mean the transfer of shares from treasury.

Notwithstanding any other provisions of the Plan to the contrary, (i) no more than 2,800,000 shares of Common Stock may be issued pursuant to the exercise of Incentive Stock Options granted under the Plan; and (ii) no Participant may be granted Incentive Awards covering more than 400,000 shares of Common Stock during any one calendar year. All of the foregoing share limits are subject, in each case, to adjustment as provided in Section 4.3 of the Plan. Incentive Stock Options issued as a result of the Company’s assumption or substitution of like awards issued by any acquired, merged or consolidated entity pursuant to applicable provisions of the Code will not count towards the limit in clause (i). Incentive Awards issued as a result of the Company’s assumption or substitution of like awards issued by any acquired, merged or consolidated entity will not count towards the limit in clause (ii).

The maximum aggregate grant date fair value (determined in accordance with ASC 718) of Incentive Awards to be granted and other cash compensation paid to any non-employee director in any calendar year may not exceed \$750,000, increased to \$1,000,000 in the year in which such non-employee director initially joins the Board.”

Except as specifically provided in and modified by this Amendment, all of the terms and conditions of the Plan are hereby ratified and confirmed, and all references to the Plan shall be deemed to refer to the Plan as modified by this Amendment.

IN WITNESS WHEREOF, the Company has caused this Amendment to the Plan to be executed by its duly authorized officers this 8th day of June, 2026.

CERVOMED

/s/ William Elder

Name: William Elder

Title: Chief Financial Officer, General Counsel &
Corporate Secretary

CervoMed Inc.

[illegible]