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

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

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**Omada Health, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**45-2355015**  
(I.R.S. Employer  
Identification No.)

**500 Sansome Street, Suite 200**  
**San Francisco, CA 94111**  
**(888) 987-8337**  
(Address of Principal Executive Offices) (Zip Code)

**Omada Health, Inc. 2011 Stock Plan**  
**Omada Health, Inc. 2025 Incentive Award Plan**  
**Omada Health, Inc. 2025 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Sean Duffy**  
**Chief Executive Officer**  
**Omada Health, Inc.**  
**500 Sansome Street, Suite 200**  
**San Francisco, California 94111**  
**(888) 987-8337**

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

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*Copies to:*

**Nathan Salha**  
**Omada Health, Inc.**  
**500 Sansome Street, Suite 200**  
**San Francisco, California 94111**  
**(888) 987-8337**

**Kathleen M. Wells**  
**Richard Kim**  
**Latham & Watkins LLP**  
**140 Scott Drive**  
**Menlo Park, California 94025**  
**(650) 328-4600**

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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.

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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act").

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents filed by Omada Health, Inc. (the “Registrant”) with the SEC are incorporated by reference into this Registration Statement:

- (a) Amendment No. 1 to the Registrant’s Registration Statement on [Form S-1](#) filed with the SEC on May 29, 2025 (File No. 333-287156), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) the Registrant’s Prospectus to be filed on or about June 9, 2025 pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-287156); and
- (c) the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-42679), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on June 3, 2025, including any amendment or report filed for the purpose of updating such description.

All 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 that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement 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 purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which 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.

**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 General Corporation Law of the State of Delaware (the “Delaware General Corporation Law”) 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 to the Registrant. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. The Registrant’s restated certificate of incorporation, which will become effective immediately prior to the completion of the Registrant’s initial public offering, provides for indemnification by the Registrant of its directors, officers, and employees to the fullest extent permitted by the Delaware General Corporation Law. The Registrant has entered into indemnification agreements with each of its current directors, executive officers, and certain other officers to provide these directors and officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant’s restated certificate of incorporation and amended and restated bylaws, which will become effective immediately prior to the completion of the Registrant’s initial public offering, and to provide additional procedural protections.

Section 102(b)(7) of the Delaware General Corporation Law 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, except for liability (i) for any breach of the director's or officer'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) in the case of directors, for unlawful payments of dividends or unlawful stock repurchases, redemptions, or other distributions, or (iv) for any transaction from which the director or officer derived an improper personal benefit; provided that officers may not be indemnified for actions by or in the right of the corporation. The Registrant's restated certificate of incorporation, which will become effective immediately prior to the completion of the Registrant's initial public offering, provides for such limitation of liability.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (b) to the Registrant with respect to payments that may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

See also the Undertakings set forth in the response to Item 9 herein.

#### ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

#### ITEM 8. EXHIBITS

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		Filing Date
			File Number	Exhibit	
4.1(a)	<a href="#">Restated Certificate of Incorporation, as currently in effect</a>	S-1	333-287156	3.1(a)	May 9, 2025
4.1(b)	<a href="#">Certificate of Amendment to the Restated Certificate of Incorporation, dated June 13, 2023</a>	S-1	333-287156	3.1(b)	May 9, 2025
4.1(c)	<a href="#">Certificate of Amendment to the Restated Certificate of Incorporation, dated May 27, 2025</a>	S-1/A	333-287156	3.1(c)	May 29, 2025
4.2	<a href="#">Form of Restated Certificate of Incorporation, to be in effect immediately prior to the completion of the Registrant's initial public offering</a>	S-1	333-287156	3.2	May 9, 2025
4.3	<a href="#">Bylaws, as currently in effect</a>	S-1	333-287156	3.3	May 9, 2025
4.4	<a href="#">Form of Amended and Restated Bylaws, to be in effect immediately prior to the completion of the Registrant's initial public offering</a>	S-1	333-287156	3.4	May 9, 2025
4.5	<a href="#">Form of Common Stock Certificate</a>	S-1	333-287156	4.2	May 9, 2025
5.1*	<a href="#">Opinion of Latham &amp; Watkins LLP</a>				
23.1*	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>				
23.2*	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page to the Registration Statement)</a>				
99.1(a)#	<a href="#">Omada Health, Inc. 2011 Stock Plan</a>	S-1/A	333-287156	10.8(a)	May 29, 2025
99.1(b)#	<a href="#">Form Agreements under Omada Health, Inc. 2011 Stock Plan</a>	S-1	333-287156	10.8(b)	May 9, 2025
99.2(a)#	<a href="#">Omada Health, Inc. 2025 Incentive Award Plan</a>	S-1/A	333-287156	10.9(a)	May 29, 2025
99.2(b)#	<a href="#">Form Agreements under Omada Health, Inc. 2025 Incentive Award Plan</a>	S-1	333-287156	10.9(b)	May 9, 2025
99.3#	<a href="#">Omada Health, Inc. 2025 Employee Stock Purchase Plan</a>	S-1/A	333-287156	10.10	May 29, 2025
107.1*	<a href="#">Filing Fee Table</a>				

\* Filed herewith.

# Indicates management contract or compensatory plan.

## ITEM 9. UNDERTAKINGS

(a) The undersigned 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 SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.
  - (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 information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC 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 herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (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 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 herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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- (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 SEC 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 San Francisco, State of California, on this 5th day of June, 2025.

OMADA HEALTH, INC.

By: /s/ Sean Duffy

Name: Sean Duffy

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sean Duffy and Steve Cook, each 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 their 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 sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, 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, 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, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sean Duffy</u> Sean Duffy	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 5, 2025
<u>/s/ Steve Cook</u> Steve Cook	Chief Financial Officer <i>(Principal Financial Officer)</i>	June 5, 2025
<u>/s/ Craig Gracey</u> Craig Gracey	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	June 5, 2025
<u>/s/ Jeryl Hilleman</u> Jeryl Hilleman	Chairperson of the Board of Directors	June 5, 2025
<u>/s/ Anne Beal</u> Anne Beal, M.D., M.P.H.	Director	June 5, 2025
<u>/s/ Trevor Fetter</u> Trevor Fetter	Director	June 5, 2025
<u>/s/ Sachin Jain</u> Sachin Jain, M.D.	Director	June 5, 2025
<u>/s/ Julie Klapstein</u> Julie Klapstein	Director	June 5, 2025
<u>/s/ Jonathan Root</u> Jonathan Root, M.D.	Director	June 5, 2025
<u>/s/ Adam Stavisky</u> Adam Stavisky	Director	June 5, 2025

140 Scott Drive  
 Menlo Park, California 94025  
 Tel: +1.650.328.4600 Fax: +1.650.463.2600  
 www.lw.com

# LATHAM & WATKINS LLP

June 5, 2025

Omada Health, Inc.  
 500 Sansome Street, Suite 200  
 San Francisco, California 94111

Re: Registration Statement on Form S-8

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

To the addressee set forth above:

We have acted as special counsel to Omada Health, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “*Commission*”) of a Registration Statement (the “*Registration Statement*”) on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance of up to an aggregate of 18,200,292 shares of common stock, par value \$0.001 per share (the “*Shares*”), which may be issued pursuant to the Company’s 2011 Stock Plan (the “*2011 Plan*”), the Company’s 2025 Incentive Award Plan (the “*2025 Plan*”) and the Company’s 2025 Employee Stock Purchase Plan (the “*ESPP*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the 2011 Plan, the 2025 Plan and the ESPP, as applicable, assuming in each case that the individual issuances, grants or awards under the 2011 Plan, the 2025 Plan and the ESPP, as applicable, are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2011 Plan, the 2025 Plan and the ESPP, as applicable (and the agreements duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and such Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

**LATHAM & WATKINS** LLP

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins 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 14, 2025 (May 29, 2025, as to the effects of the reverse stock split described in Notes 2 and 17), relating to the financial statements of Omada Health, Inc., appearing in the Registration Statement No. 333-287156 on Form S-1 of Omada Health, Inc.

/s/ Deloitte & Touche LLP  
San Francisco, California  
June 5, 2025

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Omada Health, 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	Common stock, par value \$0.001 per share ("Common Stock"), reserved for issuance upon the exercise of stock option awards outstanding under the Registrant's 2011 Stock Plan, as amended (the "2011 Plan")	Rule 457(h)	12,033,520 <sup>(2)</sup>	\$7.44 <sup>(3)</sup>	\$89,529,388.80	\$153.10 per \$1,000,000	\$13,706.95
Equity	Common Stock reserved for future issuance pursuant to awards under the Registrant's 2025 Incentive Award Plan (the "2025 Plan")	Rule 457(h)	5,045,541 <sup>(4)</sup>	\$19.00 <sup>(5)</sup>	\$95,865,279.00	\$153.10 per \$1,000,000	\$14,676.98
Equity	Common Stock reserved for future issuance pursuant to awards under the Registrant's 2025 Employee Stock Purchase Plan (the "ESPP")	Rule 457(h)	1,121,231 <sup>(6)</sup>	\$16.15 <sup>(7)</sup>	\$18,107,880.65	\$153.10 per \$1,000,000	\$2,772.32
Total Offering Amounts					\$203,502,548.45		\$31,156.25
Total Fee Offsets <sup>(8)</sup>							—
Net Fee Due							\$31,156.25

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement ("Registration Statement") shall also cover any additional shares of Common Stock that become issuable under the 2011 Plan, the 2025 Plan, and the ESPP, by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents shares of Common Stock reserved for issuance pursuant to stock option awards outstanding under the 2011 Plan as of the date of this Registration Statement. To the extent outstanding awards under the 2011 Plan are forfeited, lapse unexercised, are repurchased, are used to pay the exercise price of an award or are withheld to satisfy tax obligations of an award or would otherwise have been returned to the share reserve under the 2011 Plan, the shares of Common Stock subject to such awards instead will be available for future issuance as Common Stock under the 2025 Plan. See footnote (4) below.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the weighted-average exercise price for stock option awards outstanding under the 2011 Plan of \$7.44 per share (rounded up to the nearest cent) as of the date of this Registration Statement.
- (4) Represents shares of Common Stock reserved for future issuance under the 2025 Plan as of the date of this Registration Statement. To the extent outstanding awards under the 2011 Plan are forfeited, lapse unexercised, are repurchased, are used to pay the exercise price of an award or are withheld to satisfy tax obligations of an award or would otherwise have been returned to the share reserve under the 2011 Plan, the shares of Common Stock subject to such awards instead will be available for future issuance as Common Stock under the 2025 Plan. See footnote (2) above. The number of shares reserved for issuance pursuant to awards under the 2025 Plan will automatically increase on the first day of each calendar year beginning January 1, 2026 and continuing annually on the anniversary thereof through (and including) January 1, 2035, equal to the lesser of (i) 5% of the shares of Common Stock outstanding on the last day of the immediately preceding fiscal year (calculated on an as-converted basis) and (ii) such smaller number of shares of Common Stock as determined by the Registrant's board of directors (the "Board") or one or more committees or subcommittees of the Board.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the initial public offering price of the Common Stock of \$19.00 per share.
- (6) Represents shares of Common Stock reserved for issuance under the ESPP as of the date of this Registration Statement. The number of shares reserved for issuance pursuant to awards under the ESPP will automatically increase on the first day of each calendar year beginning January 1, 2026 and continuing annually on the anniversary thereof through (and including) January 1, 2035, equal to the lesser of (i) 1% of the shares of Common Stock outstanding (on an as-converted basis) on the last day of the immediately preceding fiscal year and (ii) such number of shares of Common Stock as determined by the Board or the compensation committee of the Board.
- (7) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the initial public offering price of the Common Stock of \$19.00 per share, multiplied by 85%, which reflects the discount to the purchase price applicable to purchases under the ESPP.
- (8) The Registrant has no fee offsets.