

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

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

Omada Health, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

**611 Gateway Blvd, Suite 120
South San Francisco, California 94080
(888) 987-8337**

(Address of Principal Executive Offices) (Zip Code)

**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.
611 Gateway Blvd, Suite 120
South San Francisco, California 94080
(888) 987-8337**

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

Copies to:

**Nathan Salha
Omada Health, Inc.
611 Gateway Blvd, Suite 120
South San Francisco, California 94080
(888) 987-8337**

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

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 on Form S-8 (this “Registration Statement”) is being filed by Omada Health, Inc. (the “Registrant”) for the purpose of registering an aggregate of 3,644,941 shares of common stock, par value \$0.001 per share (“Common Stock”), consisting of:

- i. 2,925,997 shares of Common Stock that were added on January 1, 2026 to the number of shares authorized for issuance under the Company’s 2025 Incentive Award Plan (the “2025 Plan”) pursuant to an “evergreen” provision, which allows for an annual increase in the number of shares of the Company’s Common Stock authorized for issuance thereunder;
- ii. 585,199 shares of Common Stock that were added on January 1, 2026 to the number of shares authorized for issuance under the Company’s 2025 Employee Stock Purchase Plan (the “ESPP”) pursuant to an “evergreen” provision, which allows for an annual increase in the number of shares of the Company’s Common Stock authorized for issuance thereunder;
- iii. 116,657 shares of Common Stock that expired, lapsed or were terminated, converted into an award in respect of shares of another entity in connection with a spin-off or other similar event, exchanged or settled for cash, surrendered, repurchased, canceled without having been fully exercised or forfeited under the 2025 Plan or the Company’s 2011 Stock Plan (the “Prior Plan”), and as such again became available, in each case, as Common Stock for issuance under the 2025 Plan pursuant to its terms; and
- iv. 17,088 shares of Common Stock tendered or withheld in payment of the exercise price of an option under the 2025 Plan or any Prior Plan or tendered or withheld to satisfy any tax withholding obligation with respect to an award under the 2025 Plan or any Prior Plan, and as such again became available for issuance under the 2025 Plan pursuant to its terms.

These additional shares of Common Stock are securities of the same class as other securities registered on the Registration Statement on Form S-8 relating to the same benefit plans filed with the Securities and Exchange Commission (the “SEC”) on June 6, 2025 (File No. 333-287823).

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 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 the Registrant with the SEC are incorporated by reference into this Registration Statement:

- (a) the contents of the Registrant's earlier Registration Statement on Form S-8 relating to the 2025 Plan and the ESPP, previously filed with the SEC on June 6, 2025 (File No. 333-287823);
- (b) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the SEC on March 6, 2026; 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 other reports and documents subsequently 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 8. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File Number	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation	8-K	001-42679	3.1	6/9/2025	
4.2	Amended and Restated Bylaws	8-K	001-42679	3.2	6/9/2025	
4.5	Form of Common Stock Certificate	S-1	333-287156	4.2	5/9/2025	
5.1*	Opinion of Latham & Watkins LLP					X
23.1*	Consent of Latham & Watkins LLP (included in Exhibit 5.1)					X
23.2*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm					X
24.1*	Power of Attorney (included on the signature page to the Registration Statement)					X
99.1	Omada Health, Inc. 2025 Incentive Award Plan	S-1/A	333-287156	10.9(a)	5/29/2025	
99.2(b)#	Form Agreements under 2025 Incentive Award Plan	S-1	333-287156	10.9(b)	5/9/2025	
99.3#	Omada Health, Inc. 2025 Employee Stock Purchase Plan	S-1/A	333-287156	10.10	5/29/2025	
107.1*	Filing Fee Table					X

* Filed herewith.

Indicates management contract or compensatory plan.

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 6th day of March, 2026.

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 and resubstitution, 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 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>	March 6, 2026
<u>/s/ Steve Cook</u> Steve Cook	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 6, 2026
<u>/s/ Craig Gracey</u> Craig Gracey	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 6, 2026
<u>/s/ Jeryl Hilleman</u> Jeryl Hilleman	Chairperson of the Board of Directors	March 6, 2026
<u>/s/ Anne Beal</u> Anne Beal, M.D., M.P.H.	Director	March 6, 2026
<u>/s/ Trevor Fetter</u> Trevor Fetter	Director	March 6, 2026

<hr/> <i>/s/ Sachin Jain</i> <hr/> Sachin Jain, M.D.	Director	March 6, 2026
<hr/> <i>/s/ Julie Klapstein</i> <hr/> Julie Klapstein	Director	March 6, 2026
<hr/> <i>/s/ Jonathan Root</i> <hr/> Jonathan Root, M.D.	Director	March 6, 2026
<hr/> <i>/s/ Adam Stavisky</i> <hr/> Adam Stavisky	Director	March 6, 2026

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 ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share ("Common Stock")	457(c) and 457(h)	2,925,997 ⁽²⁾	\$12.76 ⁽³⁾	\$37,335,721.72	\$138.10 per \$1,000,000	\$ 5,156.06
Equity	Common Stock	457(c) and 457(h)	585,199 ⁽⁴⁾	\$10.85 ⁽⁵⁾	\$6,347,068.35	\$138.10 per \$1,000,000	\$ 876.53
Equity	Common Stock	457(c) and 457(h)	133,745 ⁽⁶⁾	\$12.76 ⁽³⁾	\$1,706,586.20	\$138.10 per \$1,000,000	\$ 235.68
Total Offering Amounts					\$45,389,376.27		\$ 6,268.27
Total Fee Offsets ⁽⁷⁾							–
Net Fee Due							\$ 6,268.27

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Omada Health, Inc. 2025 Incentive Award Plan, as may be amended from time to time (the "2025 Plan"), and the Omada Health, Inc. 2025 Employee Stock Purchase Plan, as may be amended from time to time (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.

Represents shares of Common Stock that were added to the shares authorized for issuance under the 2025 Plan on January 1, 2026 pursuant to an "evergreen" provision contained in the 2025 Plan. Pursuant to such provision, the number of shares of Common Stock reserved for issuance pursuant to awards under the 2025 Plan shall be increased on the first day of each calendar year beginning on January 1, 2026 and annually thereafter ending in 2035, equal to the lesser of (a) 5% of the aggregate number of shares of all classes of the Registrant's Common Stock outstanding on the last day of the immediately preceding fiscal year (calculated on an as-converted basis) and (b) such smaller number of shares of Common Stock as determined by the Board of Directors of the Registrant or any applicable committee thereof.

Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$12.76 per share, which is the average of the high and low prices of Common Stock on March 3, 2026, as reported on the Nasdaq Global Select Market.

Represents shares of Common Stock that were added to the shares authorized for issuance under the ESPP on January 1, 2026 pursuant to an "evergreen" provision contained in the ESPP. Pursuant to such provision, the number of shares of Common Stock reserved for issuance under the ESPP shall be increased on the first day of each calendar year beginning on January 1, 2026 and annually thereafter ending in 2035, equal to the lesser of (a) 1% of the aggregate number of shares of all classes of the Registrant's common stock outstanding (on an as converted basis) on the last day of the immediately preceding fiscal year and (b) such number of shares as may be determined by the Board of Directors of the Registrant or any applicable committee thereof; provided, however, no more than 6,727,388 shares may be issued under the ESPP.

Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$12.76 per share, which is the average of the high and low prices of Common Stock on March 3, 2026, as reported on the Nasdaq Global Select Market, multiplied by 85%. Pursuant to the ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder shall equal 85% of the lesser of the Fair Market Value of a share of Common Stock on (a) the applicable Grant Date and (b) the applicable Exercise Date, or such other price designated by the Administrator (each term as defined in the ESPP).

Represents (a) shares of Common Stock that expired, lapsed or were terminated, converted into an award in respect of shares of another entity in connection with a spin-off or other similar event, exchanged or settled for cash, surrendered, repurchased, canceled without having been fully exercised or forfeited under the 2025 Plan or the Omada Health, Inc. 2011 Stock Plan (the

“Prior Plan”), and as such again became available for issuance under the 2025 Plan pursuant to its terms and (b) shares of Common Stock tendered or withheld in payment of the exercise price of an option under the 2025 Plan or the Prior Plan, tendered or withheld to satisfy any tax withholding obligation with respect to an award under the 2025 Plan or the Prior Plan, or not issued in connection with the stock settlement of a stock appreciation right on exercise thereof, and as such again became available for issuance under the 2025 Plan pursuant to its terms.
The Registrant does not have any fee offsets.

LATHAM & WATKINS LLP

March 6, 2026

Omada Health, Inc.
611 Gateway Blvd, Suite 120
South San Francisco, California 94080

FIRM / AFFILIATE OFFICES

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

Re: Registration Statement on Form S-8

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 registration by the Company of an aggregate of 3,644,941 shares of common stock of the Company, par value \$0.001 per share (the “*Shares*”), issuable under the Company’s 2025 Incentive Award Plan and 2025 Employee Stock Purchase Plan (the “*Plans*”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Securities Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on March 6, 2026 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities 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, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and

LATHAM & WATKINS^{LLP}

the Plans (and the agreements and awards 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 the 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.

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 Securities 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 Securities 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 6, 2026 relating to the financial statements of Omada Health, Inc., appearing in the Annual Report on Form 10-K of Omada Health, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

San Francisco, California

March 6, 2026