

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

**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

**Metagenomi Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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

**81-3909017**  
(I.R.S. Employer  
Identification No.)

**Metagenomi Therapeutics, Inc.**  
**5959 Horton Street, 7th Floor**  
**Emeryville, California 94608**  
**(510) 871-4880**

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

**Metagenomi, Inc. 2024 Stock Option and Incentive Plan**  
**Metagenomi, Inc. 2024 Employee Stock Purchase Plan**  
(Full title of the plans)

**Jian Irish, Ph.D., M.B.A.**  
**President and Chief Executive Officer**  
**Metagenomi Therapeutics, Inc.**  
**5959 Horton Street, 7th Floor**  
**Emeryville, California 94608**  
**(510) 871-4880**

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

*Copies to:*

**Mitchell S. Bloom**  
**Edwin M. O'Connor**  
**Justin S. Platt**  
**Goodwin Procter LLP**  
**100 Northern Avenue**  
**Boston, Massachusetts 02210**  
**(617) 570-1000**

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 (the “Registration Statement”) is being filed for the purpose of registering (a) an additional 1,881,033 shares of common stock, par value \$0.0001 per share (“Common Stock”), of Metagenomi Therapeutics, Inc. (the “Registrant”) available for issuance under the Registrant’s 2024 Stock Option and Incentive Plan (the “2024 Plan”), which were added on January 1, 2026 pursuant to an “evergreen” provision therein, and (b) an additional 376,206 shares of Common Stock of the Registrant available for issuance under the Registrant’s 2024 Employee Stock Purchase Plan (the “2024 ESPP”), which were added on January 1, 2026 pursuant to an “evergreen” provision therein, for which a Registration Statement on Form S-8 relating to the same employee benefit plans are effective.

These additional shares of Common Stock are of the same class as other securities relating to the 2024 Plan and 2024 ESPP for which the Registrant’s Registration Statements on Form S-8 (File No. 333-276983 and 333-285860), filed with the Securities and Exchange Commission (“Commission”) on February 9, 2024 and March 17, 2025, respectively, are effective (the “Earlier Registration Statements”).

Pursuant to General Instruction E to Form S-8, the contents of the Earlier Registration Statements are incorporated by reference, except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier Registration Statements are presented herein.

## 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 Registrant’s Annual Report on [Form 10-K](#) filed with the Commission on March 5, 2026;
- (b) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 12, 2026](#); and
- (c) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-41949), filed by the Registrant with the Commission on February 5, 2024, 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 shares of Common Stock 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 furnished under current items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

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**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Table</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 13, 2024 (File No. 001-41949)).</u></a>
4.2	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on January 12, 2026 (File No. 001-41949)).</u></a>
4.3	<a href="#"><u>Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on January 12, 2026 (File No. 001-41949)).</u></a>
4.4	<a href="#"><u>Registration Rights Agreement among the Registrant and certain of its stockholders, dated January 24, 2024 (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-276413)).</u></a>
4.5	<a href="#"><u>Form of Common Stock Certificate (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-276413)).</u></a>
5.1*	<a href="#"><u>Opinion of Goodwin Procter LLP.</u></a>
23.1*	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page).</u></a>
99.1	<a href="#"><u>Metagenomi, Inc. 2024 Stock Option and Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-276413)).</u></a>
99.2	<a href="#"><u>Metagenomi, Inc. 2024 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-276413)).</u></a>
107*	<a href="#"><u>Filing fee table.</u></a>

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Emeryville, State of California, on this 5th day of March, 2026.

### Metagenomi Therapeutics, Inc.

By: /s/ Jian Irish  
Jian Irish, Ph.D., M.B.A.  
President and Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Jian Irish and Pamela Wapnick, 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, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the 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, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Jian Irish</u> Jian Irish, Ph.D., M.B.A.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 5, 2026
<u>/s/ Pamela Wapnick</u> Pamela Wapnick, M.B.A.	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 5, 2026
<u>/s/ Willard Dere</u> Willard Dere, M.D.	Director, Chairman	March 5, 2026
<u>/s/ Eric Bjerkholt</u> Eric Bjerkholt, M.B.A.	Director	March 5, 2026
<u>/s/ Juergen Eckhardt</u> Juergen Eckhardt, M.D., M.B.A.	Director	March 5, 2026
<u>/s/ Laurence Reid</u> Laurence Reid, Ph.D.	Director	March 5, 2026
<u>/s/ Brian C. Thomas</u> Brian C. Thomas, Ph.D.	Director	March 5, 2026

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Goodwin Procter LLP  
The New York Times Building  
620 Eighth Avenue  
New York, NY 10018  
goodwinlaw.com  
+1 212 813 8800

March 5, 2026

Metagenomi Therapeutics, Inc.  
5959 Horton Street, 7th Floor  
Emeryville, California 94608

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 2,257,239 shares (the "Shares") of Common Stock, par value \$0.0001 per share ("Common Stock"), of Metagenomi Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2024 Stock Option and Incentive Plan and 2024 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP  
GOODWIN PROCTER LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Metagenomi Therapeutics, Inc. of our report dated March 5, 2026 relating to the financial statements, which appears in Metagenomi Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP  
San Jose, California  
March 5, 2026

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## CALCULATION OF REGISTRATION FEE

Form S-8  
(Form Type)Metagenomi Therapeutics, 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 \$0.0001 per share	Other(2)	1,881,033(3)	\$1.50(2)	\$2,821,549.50	\$0.00013810	\$389.66
Equity	Common Stock, par value \$0.0001 per share	Other(4)	376,206(5)	\$1.27(4)	\$477,781.62	\$0.00013810	\$65.98
Total Offering Amounts					\$3,299,331.12		\$455.64
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$455.64

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (“Registration Statement”) shall also cover any additional shares of common stock, par value \$0.0001 per share (the “Common Stock”) of Metagenomi Therapeutics, Inc. (the “Registrant”), which become issuable under the Registrant’s 2024 Stock Option and Incentive Plan (the “2024 Plan”) and the Registrant’s 2024 Employee Stock Purchase Plan (the “2024 ESPP”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices reported for the Common Stock on the Nasdaq Global Select Market on March 3, 2026.

(3) Represents shares of Common Stock that were added to the shares authorized for issuance under the 2024 Plan, effective as of January 1, 2026 pursuant to an “evergreen” provision contained in the 2024 Plan. Pursuant to such provision, an additional number of shares will automatically be added to the shares authorized for issuance under the 2024 Plan on January 1 of each year. Shares available for issuance under the 2024 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on February 9, 2024 (File No. 333-276983) and March 17, 2025 (File No. 333-285860).

(4) The price of \$1.27 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Select Market on March 3, 2026, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and has been used as these shares are without a fixed price. Pursuant to the 2024 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.

(5) Represents shares of Common Stock that were added to the shares authorized for issuance under the 2024 ESPP, effective as of January 1, 2026 pursuant to an “evergreen” provision contained in the 2024 ESPP. Pursuant to such provision, an additional number of shares will automatically be added to the shares authorized for issuance under the 2024 ESPP on January 1 of each year. Shares available for issuance under the 2024 ESPP were previously registered on registration statements on Form S-8 filed with the Commission on February 9, 2024 (File No. 333-276983) and March 17, 2025 (File No. 333-285860).

