

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

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

**CORBUS PHARMACEUTICALS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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

**46-4348039**  
(I.R.S. Employer  
Identification No.)

**500 River Ridge Drive  
Norwood, MA 02062  
Telephone: (617) 963-0100**  
(Address of Principal Executive Offices) (Zip Code)

**CORBUS PHARMACEUTICALS HOLDINGS, INC. 2024 EQUITY COMPENSATION PLAN**  
(Full title of the plan)

**Yuval Cohen  
Chief Executive Officer  
Corbus Pharmaceuticals Holdings, Inc.  
500 River Ridge Drive  
Norwood, MA 02062  
Telephone: (617) 963-0100**  
(Name and address of agent for service)  
(Telephone Number, Including Area Code of agent for service)

*Copies to:*  
**Michael J. Lerner, Esq.  
Stephen G. Zapf, Esq.  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 262-6700**

---

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.

---

#### EXPLANATORY NOTE

This Registration Statement is being filed by the registrant, Corbus Pharmaceuticals Holdings, Inc. (the "Company"), for the purpose of registering an additional 3,000,000 shares of common stock, par value \$0.0001 per share ("Common Stock"), to be issued under the Corbus Pharmaceuticals Holdings, Inc. 2024 Equity Compensation Plan, as amended (the "2024 Plan"), pursuant to General Instruction E on Form S-8 (Registration of Additional Securities).

The contents of the original registration statement on [Form S-8 for the 2024 Plan filed on May 31, 2024 \(File No. 333-279883\)](#) is hereby incorporated by reference and made a part hereof. Any items in the Company's Registration Statement on Form S-8 (File No. 333-279883) not expressly changed hereby shall be as set forth in the Company's Registration Statement on Form S-8 (File No. 333-279883). The stockholders of the registrant approved amending the 2024 Plan for this purpose at the annual meeting of stockholders held on May 13, 2026.

---

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

**Item 3. Incorporation of Documents by Reference.**

The Securities and Exchange Commission allows us to “incorporate” into this registration statement information we file with other documents. This means that we may disclose important information to you by referring to other documents that contain that information. The information incorporated by reference is considered to be part of this registration statement, and information we file later with the Securities and Exchange Commission will automatically update and supersede this information. We incorporate by reference the documents listed below, except to the extent information in those documents is different from the information contained in this registration statement:

- The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed on March 9, 2026.
- The Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2026, filed on [May 12, 2026](#);
- The Company’s Current Reports on Form 8-K filed with the SEC on [April 7, 2026](#), [April 14, 2026](#), [April 16, 2026](#), [May 14, 2026](#), [May 21, 2026](#) and [May 26, 2026](#) (other than any portions thereof deemed furnished and not filed);
- The Company’s [Definitive Proxy Statement](#) on Schedule 14A, filed with the SEC on April 2, 2026, as supplemented by the additional definitive proxy solicitation materials filed with the SEC on [April 16, 2026](#); and
- The description of our common stock, par value \$0.0001 per share, contained in our [Form 8-A](#) filed on April 14, 2015, including any amendment or report filed for the purpose of updating such description, including the Description of Capital Stock filed as [Exhibit 4.10](#) to our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on March 7, 2023.

All documents subsequently filed by us with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement, 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 in this registration statement and to be a part hereof from the date of filing of such documents, except as to specific sections of such documents as set forth therein. 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 in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

**Item 8. Exhibits.**

The exhibits accompanying this registration statement are listed on the accompanying exhibit index.

---

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	<a href="#"><u>Opinion of Lowenstein Sandler LLP.*</u></a>
23.1	<a href="#"><u>Consent of EisnerAmper LLP.*</u></a>
23.2	<a href="#"><u>Consent of Lowenstein Sandler LLP (filed as part of Exhibit 5.1).*</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page to this registration statement on Form S-8).*</u></a>
99.1	<a href="#"><u>Amendment to the Corbus Pharmaceuticals Holdings, Inc. 2024 Equity Compensation Plan.*</u></a>
107	<a href="#"><u>Filing Fee Table.*</u></a>

\* Filed herewith.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Norwood, Commonwealth of Massachusetts, on this 29th day of May, 2026.

Corbus Pharmaceuticals  
Holdings, Inc.

By:

*/s/ Yuval Cohen*

Yuval Cohen  
Chief Executive Officer

---

### POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Yuval Cohen and Sean Moran, and each of them, his attorney-in-fact, with full power of substitution for him in any and all capacities, to sign any amendments to this Registration Statement, including any and all pre-effective and post-effective amendments and to file such amendments thereto, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may 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 in the capacities and on the dates indicated.

<u>Person</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Yuval Cohen</u> Yuval Cohen	Chief Executive Officer and Director (Principal Executive Officer)	May 29, 2026
<u>/s/ Sean Moran</u> Sean Moran	Chief Financial Officer (Principal Financial and Accounting Officer)	May 29, 2026
<u>/s/ Rachelle Jacques</u> Rachelle Jacques	Director	May 29, 2026
<u>/s/ Anne Altmeyer</u> Anne Altmeyer	Director	May 29, 2026
<u>/s/ Yong Ben</u> Yong Ben	Director	May 29, 2026
<u>/s/ John Jenkins</u> John Jenkins	Director	May 29, 2026
<u>/s/ Winston Kung</u> Winston Kung	Director	May 29, 2026
<u>/s/ Brent Pfeiffenberger</u> Brent Pfeiffenberger	Director	May 29, 2026

---



May 29, 2026

Corbus Pharmaceuticals Holdings, Inc.  
500 River Ridge Drive  
Norwood, MA 02602

Re: Form S-8 Registration Statement of Corbus Pharmaceuticals Holdings, Inc.

We have acted as counsel for Corbus Pharmaceuticals Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the registration of an additional 3,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), issuable pursuant to awards under the Corbus Pharmaceuticals Holdings, Inc. 2024 Equity Compensation Plan, as amended (the "Plan").

In connection with rendering this opinion, we have examined: (i) the Plan; (ii) the Certificate of Incorporation of the Company, as amended; (iii) the Bylaws of the Company, as amended; and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity of original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares being registered pursuant to the Registration Statement have been duly authorized and, when issued and delivered upon the grant or exercise of awards in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of a copy of this opinion letter 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.

Very truly yours,

*/s/ Lowenstein Sandler LLP*

---

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of Corbus Pharmaceuticals Holdings, Inc. on Form S-8, to be filed on or about May 29, 2026 of our report dated March 9, 2026, on our audits of the financial statements as of December 31, 2025 and 2024 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed March 9, 2026.

*/s/ EisnerAmper LLP*

EISNERAMPER LLP  
Iselin, New Jersey  
May 29, 2026

---

## CALCULATION OF FILING FEE TABLE

**Form S-8**  
(Form Type)

**Corbus Pharmaceuticals Holdings, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule <sup>(1)</sup>	Amount Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Unit <sup>(1)</sup>	Maximum Aggregate Offering Price <sup>(1)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share	Other	3,000,000	\$ 8.865	\$ 26,595,000	0.00013810	\$ 3,672.77
<b>Total Offering Amounts</b>					\$ 26,595,000		\$ 3,672.77
<b>Total Fee Offsets</b>							-
<b>Net Fees Due</b>							\$ 3,672.77

- (1) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act on the basis of the average of the high and low prices per share of Registrant's Common Stock on May 26, 2026 as reported by The Nasdaq Stock Market.
- (2) Covers 3,000,000 shares of the Registrant's common stock, par value \$0.0001 per share ("Common Stock") issuable under the Registrant's 2024 Equity Compensation Plan (the "Plan"), as amended. Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also be deemed to cover any additional shares of Common Stock that may from time to time be offered or issued under the Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions that increases the number of outstanding shares of Common Stock.