

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

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

**ENERGOUS CORPORATION**  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

46-1318953  
(I.R.S. Employer  
Identification No.)

3590 North First Street, Suite 330  
San Jose, California 95134  
(Address of principal executive offices, including zip code)

Energous Corporation Amended and Restated 2024 Equity Incentive Plan  
(Full title of the plan)

Mallorie Burak  
Chief Executive Officer and Chief Financial Officer  
Energous Corporation  
3590 North First Street, Suite 330  
San Jose, California 95134  
(408) 963-0200  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*

Ned A. Prusse  
David Dedyo  
Perkins Coie LLP  
1900 Sixteenth Street, Suite 1400  
Denver, Colorado 80202-5255  
(303) 291-2300

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

On June 11, 2026, the stockholders of Energeous Corporation (d/b/a Energeous Wireless Power Solutions) (the “Registrant”) approved an amendment and restatement of the Registrant’s Amended and Restated 2024 Equity Incentive Plan (as amended and restated, the “2024 Plan”) at its 2026 Annual Meeting of Stockholders (the “Annual Meeting”) that increased the number of authorized shares of the Registrant’s common stock, par value \$0.00001 per share (the “Common Stock”), under the 2024 Plan by 300,000 shares. The 2024 Plan became effective immediately upon stockholder approval at the Annual Meeting.

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by the Registrant with the Securities and Exchange Commission (the “Commission”) to register the additional 300,000 shares that may be issued under the 2024 Plan.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “Securities Act”), and the instructions to Form S-8. The document(s) containing the information specified in Part I of Form S-8 will be sent or made available to participants in the 2024 Plan as specified by Rule 428(b)(1) under the Securities Act.

### PART II

#### INFORMATION REQUIRED IN 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 for the fiscal year ended December 31, 2025, filed on [March 26, 2026](#), which contains the audited financial statements of the Registrant for the latest fiscal year for which such statements have been filed;
- (b) the Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2026, filed on [May 14, 2026](#);
- (c) the Registrant’s Current Reports on Form 8-K filed on [January 16, 2026](#) and [June 12, 2026](#) (excluding any report or portions of a report deemed to have been furnished under Item 2.02 or Item 7.01 and any exhibits included with such Items); and
- (d) the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (Registration No. 001-36379), filed on March 26, 2014, pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description (including [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed on March 26, 2026).

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all the securities offered hereby have been sold or that deregisters the securities offered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement 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 other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that 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.

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**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Under Section 145 of the Delaware General Corporation Law (the “DGCL”), a corporation has the power to indemnify its directors and officers under certain prescribed circumstances and, subject to certain limitations, against certain costs and expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether criminal, civil, administrative or investigative, to which any of them is a party by reason of his being a director or officer of the corporation if it is determined that he acted in accordance with the applicable standard of conduct set forth in such statutory provision. In addition, a corporation may advance expenses incurred by a director or officer in defending a proceeding upon receipt of an undertaking from such person to repay any amount so advanced if it is ultimately determined that such person is not eligible for indemnification.

The Registrant’s certificate of incorporation contains provisions that eliminate the personal liability of its directors for monetary damages for any breach of fiduciary duties as a director, except liability for the following:

- any breach of the director’s duty of loyalty to the Registrant or its stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- under Section 174 of the DGCL (regarding unlawful dividends and stock purchases); and
- any transaction from which the director derived an improper personal benefit.

As permitted by the DGCL, the Registrant’s bylaws provide that:

- the Registrant is required to indemnify its directors and executive officers to the fullest extent permitted by the DGCL against expenses (including attorneys’ fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the Registrant, subject to very limited exceptions;
- the Registrant may indemnify its other employees and agents as set forth in the DGCL against expenses (including attorneys’ fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the registrant;
- the Registrant is required to advance expenses to its directors, executive officers, employees and other agents, incurred in defending any action or proceeding for which indemnification is required or permitted as described above to the fullest extent permitted by the DGCL, subject to certain additional requirements; and
- the rights to indemnification conferred in the bylaws are not exclusive.

The Registrant has entered into indemnification agreements with each of its current directors and executive officers. These agreements require the Registrant to indemnify these individuals to the fullest extent not prohibited by Delaware law against liabilities that may arise by reason of their service to the Registrant, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">5.1</a>	<a href="#">Opinion of Perkins Coie LLP regarding legality of the Common Stock being registered</a>
<a href="#">23.1</a>	<a href="#">Consent of BPM LLP, independent registered public accounting firm</a>
<a href="#">23.2</a>	<a href="#">Consent of Perkins Coie LLP (included in opinion filed as Exhibit 5.1)</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (see signature page to this Registration Statement)</a>
<a href="#">99.1</a>	<a href="#">Energous Corporation Amended and Restated 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on June 12, 2026)</a>
<a href="#">107</a>	<a href="#">Filing Fee Table</a>

**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:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(b) To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement; and

(c) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however,* that paragraphs (1)(a) and (1)(b) above 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 Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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 therein, 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 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 this 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.

C. 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.

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## 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 San Jose, State of California, on June 23, 2026.

### ENERGIOUS CORPORATION

By: /s/ Mallorie Burak

Name: Mallorie Burak

Title: Chief Executive Officer and Chief Financial Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Energeous Corporation, a Delaware corporation, do hereby constitute and appoint Mallorie Burak (including any successor thereto appointed as principal executive officer), the lawful attorney-in-fact and agent with full power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent determines may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorney and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mallorie Burak</u> Mallorie Burak	Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Financial Officer), and Director	June 23, 2026
<u>/s/ Gregory Sadikoff</u> Gregory Sadikoff	Chief Accounting Officer (Principal Accounting Officer)	June 23, 2026
<u>/s/ David Roberson</u> David Roberson	Director and Board Chair	June 23, 2026
<u>/s/ J. Michael Dodson</u> J. Michael Dodson	Director	June 23, 2026
<u>/s/ Rahul Patel</u> Rahul Patel	Director	June 23, 2026

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perkinscoie.com

June 23, 2026

Energous Corporation  
3590 North First Street, Suite 330  
San Jose, California 95134

**Re: Registration Statement on Form S-8 of Shares of Stock, par value \$0.00001 per share, of Energous Corporation**

Ladies and Gentlemen:

We have acted as counsel to Energous Corporation (d/b/a Energous Wireless Power Solutions) (the "Company") in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), which the Company is filing with the Securities and Exchange Commission (the "Commission") with respect to up to 300,000 shares of the Company's common stock, par value \$0.00001 per share (the "Shares"), that may be issued under the Company's Amended and Restated 2024 Equity Incentive Plan (the "Plan").

We have examined the Registration Statement and such documents and records of the Company as we have deemed necessary for the purposes of this opinion. In giving this opinion, we have assumed the authenticity of all instruments presented to us as originals, the conformity with originals of all instruments presented to us as copies and the genuineness of all signatures.

Based upon and subject to the foregoing, we are of the opinion that any Shares that may be issued by the Company pursuant to the Plan, upon registration by its registrar of such Shares and the issuance thereof by the Company in accordance with the terms of the Plan, and the receipt of consideration therefor in accordance with the terms of the Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not 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.

Very truly yours,

/s/ PERKINS COIE LLP

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Energos Corporation of our report dated March 26, 2026 relating to the financial statements, which appears in Energos Corporation's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ BPM LLP

San Jose, California  
June 23, 2026

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