

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

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

PLURI INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

98-0351734

(I.R.S. Employer
Identification No.)

**MATAM Advanced Technology Park,
Building No. 5, Haifa, Israel**

(Address of Principal Executive Offices)

3508409

(Zip Code)

Pluri Inc. Amended 2016 Equity Compensation Plan

(Full title of the plan)

**Nevada Agency and Transfer Company
50 West Liberty Street, Suite 880
Reno, NV 89501**

(Name and address of agent for service)

(775) 322-0626

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

Copy to:

**Oded Har-Even
Howard E. Berkenblit
Ron Ben-Bassat
Sullivan & Worcester LLP
1251 Avenue of the Americas
New York, NY 10020
Tel: (212) 660-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated non-accelerated filer, smaller reporting company, or an emerging growth company. See 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 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

On June 29, 2016, Pluri Inc., or the Company, filed a Registration Statement on Form S-8 (File No. 333-212299), or the Original Registration Statement, with the Securities and Exchange Commission, or the Commission, to register an aggregate of 326,775 common shares of the Company, or the Common Shares, that may be issued pursuant to the Company's 2016 Equity Compensation Plan, or the 2016 Plan.

On May 8, 2017, the Company filed a Registration Statement on Form S-8 (File No. 333-217770), or the Second Registration Statement, with the Commission to register an additional 31,588 Common Shares that may be issued pursuant to the 2016 Plan.

On February 6, 2018, the Company filed a Registration Statement on Form S-8 (File No. 333-222888), or the Third Registration Statement, with the Commission to register an additional 43,125 Common Shares that may be issued pursuant to the 2016 Plan.

On February 6, 2019, the Company filed a Registration Statement on Form S-8 (File No. 333-229535), or the Fourth Registration Statement, with the Commission to register an additional 43,125 Common Shares that may be issued pursuant to the 2016 Plan.

On September 9, 2020, the Company filed a Registration Statement on Form S-8 (File No. 333-248686), or the Fifth Registration Statement, with the Commission to register an additional 18,750 Common Shares that may be issued pursuant to the 2016 Plan.

On February 13, 2023, the Company filed a Registration Statement on Form S-8 (File No. 333-269734), or the Sixth Registration Statement, with the Commission to register an additional 225,000 Common Shares that may be issued pursuant to the 2016 Plan.

On May 9, 2024, the Company filed a Registration Statement on Form S-8 (File No. 333-279256), or the Seventh Registration Statement, with the Commission to register an additional 170,000 Common Shares that may be issued pursuant to the 2016 Plan.

On June 30, 2025, the Company's shareholders approved the Amended and Restated 2016 Equity Compensation Plan (the "Amended 2016 Plan"), which continues the 2016 Plan with certain modifications, including an extension of the term and confirmation that the total number of Awards granted in each calendar year may not exceed 2.75% of the Company's common shares issued and outstanding on a fully diluted basis as of the immediately preceding December 31.

The Company is filing this Registration Statement on Form S-8 to register an additional 80,000 Common Shares which may be issued in connection with securities awards which may hereafter be granted under the Amended 2016 Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement, the Second Registration Statement, the Third Registration Statement, the Fourth Registration Statement, the Fifth Registration Statement, the Sixth Registration Statement, and the Seventh Registration Statement, or collectively, the Prior Registration Statements, are incorporated herein by reference, except for Item 3 and Item 8 of Part II of the Prior Registration Statements, which are being updated by this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following additional documents, which have been filed by the Company with the Commission under the Securities Exchange Act of 1934, as amended, or the Exchange Act, are incorporated by reference in and made a part of this registration statement, as of their respective dates:

(a) the Company's Annual Report on [Form 10-K](#) for the year ended June 30, 2025, as filed with the Commission on September 17, 2025;

(b) the Company's Current Reports on Form 8-K filed with the Commission on [July 3, 2025](#), [September 11, 2025](#) and [September 12, 2025](#); and

(c) the description of the Company's Common Shares contained in the Registration Statement on [Form 8-A](#) filed with the Commission on December 10, 2007, under the Exchange Act, as amended by [Exhibit 4.1](#) to the Company's Annual Report on Form 10-K for the year ended June 30, 2024, and including any further amendment or report filed or to be filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequently filed by the Company prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

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 herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such 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 8. Exhibits.

Exhibit No.	Description
4.1	Composite Copy of the Company's Articles of Incorporation, as amended on March 27, 2024. (incorporated by reference to Exhibit 3.3 of the Company's quarterly report on Form 10-Q filed on May 9, 2024).
4.2	Amended and Restated By-laws as amended on September 10, 2020 (incorporated by reference to Exhibit 3.3 of our annual report on Form 10-K filed on September 10, 2020).
5.1 *	Opinion of Sullivan & Worcester LLP.
23.1 *	Consent of Sullivan & Worcester LLP (contained in the opinion of Sullivan & Worcester LLP filed herewith as Exhibit 5.1).
23.2 *	Consent of Kesselman & Kesselman, Independent Registered Public Accounting Firm.
24.1 *	Powers of Attorney (included in the signature page to this registration statement).
99.2	The Company's Amended 2016 Equity Compensation Plan (incorporated by reference from the Company's definitive proxy statement on Schedule 14A filed with the Commission on May 27, 2025).
107*	Filing Fee Table
*	Filed herewith.

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 Haifa, Israel, on September 17, 2025.

PLURI INC.

By: /s/ Yaky Yanay
Yaky Yanay
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Pluri Inc., hereby constitute and appoint Yaky Yanay and Liat Zaltz and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (including any post-effective amendments thereto), and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may 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.

Signature	Title	Date
<u>/s/ Yaky Yanay</u> Yaky Yanay	Chief Executive Officer, President and Director (Principal Executive Officer)	September 17, 2025
<u>/s/ Liat Zaltz</u> Liat Zaltz	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	September 17, 2025
<u>/s/ Zami Aberman</u> Zami Aberman	Chairman of the Board of Directors	September 17, 2025
<u>/s/ Rami Levi</u> Rami Levi	Director	September 17, 2025
<u>/s/ Maital Shemesh-Rasmussen</u> Maital Shemesh-Rasmussen	Director	September 17, 2025
<u>/s/ Alexandre Weinstein</u> Alexandre Weinstein	Director	September 17, 2025
<u>/s/ Eitan Ajchenbaum</u> Eitan Ajchenbaum	Director	September 17, 2025



Sullivan & Worcester LLP
1251 Avenue of the Americas
New York, NY 10020

212 660 3000
sullivanlaw.com

September 17, 2025

Pluri Inc.
MATAM Advanced Technology Park,
Building No. 5, Haifa
Israel 31905

Re: Registration of Shares under the Pluri Inc. 2016 Equity Compensation Plan

Dear Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the “**Act**”), by Pluri Inc., a Nevada corporation (the “**Company**”), of 80,000 common shares, par value \$0.00001 per share (“**Common Shares**”), that are to be issued under the Company’s Amended and Restated 2016 Equity Compensation Plan (the “**Amended 2016 Plan**”), including common shares issuable upon the exercise of options and vesting and exercise of restricted share units (“**RSUs**”) to be granted pursuant to the provisions of the Amended 2016 Plan (all such shares to be issued thereunder referred to herein as, the “**Registered Shares**”), the following opinion is furnished to you to be filed with the Securities and Exchange Commission (the “**Commission**”) as Exhibit 5.1 to the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) under the Act.

We have acted as counsel to the Company in connection with the Registration Statement and we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Articles of Incorporation of the Company, as amended and currently in effect, the Amended and Restated By-laws of the Company, as amended and currently in effect, the minute books and corporate records of the Company, and such other documents as we have considered necessary and appropriate in order to furnish the opinion hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents. For purposes of our opinion, we have examined an official compilation of “Title 7 – Business Associations; Securities; Commodities, Chapter – 78 – Private Corporations” of the Nevada Revised Statutes. Such examination was limited to the provisions of such statute only, and did not include any annotations or commentary related thereto. Other than such examination and our examination of the documents indicated above, we have made no other examination in connection with this opinion.

Based on and subject to the foregoing, we are of the opinion that, when issued in accordance with the terms of the Amended 2016 Plan and the options, RSUs or other rights granted thereunder, the Registered Shares will be duly authorized, validly issued, fully paid and nonassessable by the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus forming a part of the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Sullivan & Worcester LLP
Sullivan & Worcester LLP

BOSTON LONDON NEW YORK TEL AVIV WASHINGTON, DC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Pluri Inc. of our report dated September 17, 2025 relating to the financial statements, which appears in Pluri Inc.'s Annual Report on Form 10-K for the year ended June 30, 2025.

Tel Aviv, Israel
September 17, 2025

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International
Limited

CALCULATION OF FILING FEE TABLES

S-8

Pluri Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares, par value \$0.00001 per share	(1)	Other	80,000	\$ 4.62	\$ 369,600.00	0.0001531	\$ 56.59
Total Offering Amounts:						\$ 369,600.00		56.59
Total Fee Offsets:								0.00
Net Fee Due:								\$ 0.00

Offering Note(s)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Securities Act, this registration statement shall be deemed to cover an indeterminate number of additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

The proposed maximum offering price per share is estimated in accordance with Rules 457(h)(1) and 457(c) promulgated under the Securities Act, solely for the purpose of calculating the registration fee, based on \$4.62, the average of the high and low sales prices of the Common Shares on the Nasdaq Capital Market on September 11, 2025.

The proposed maximum aggregate offering price represents Common Shares issuable upon stock options or other awards to be granted pursuant to the Pluri Inc. Amended 2016 Equity Compensation Plan.