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

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

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**Tvardi Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

3 Sugar Creek Ctr. Blvd.  
Suite 525  
Sugar Land, Texas  
(Address of Principal Executive Offices)

75-3175693  
(I.R.S. Employer  
Identification No.)

77478  
(Zip Code)

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2025 Equity Incentive Plan  
2025 Employee Stock Purchase Plan  
(Full titles of the plans)

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Imran Alibhai, Ph.D.  
Chief Executive Officer  
3 Sugar Creek Ctr. Blvd.  
Suite 525  
Sugar Land, Texas 77478  
(713) 489-8654

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

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*Copies to:*

Divakar Gupta  
Madison A. Jones  
Cooley LLP  
55 Hudson Yards  
New York, NY 10001  
(212) 479-6000

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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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Tvardi Therapeutics, Inc. (the “Registrant”) for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same employee benefit plans are effective. The Registrant previously registered its shares of common stock, par value \$0.001 per share (the “Common Stock”), for issuance under the Registrant’s 2025 Equity Incentive Plan and the Registrant’s 2025 Employee Stock Purchase Plan under the Registrant’s Registration Statement on Form S-8 (the “Prior Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) on October 20, 2025 (File No. [333-290976](#)). In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference, except that the provisions contained in Part II of such Prior Registration Statement are modified or supplemented, as the case may be, as set forth in this Registration Statement.

### 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 previously filed by the Registrant with the Securities and Exchange Commission (“SEC”):

- (a) Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on [March 31, 2026](#);
- (b) Current Report on Form 8-K, which was filed with the SEC on [March 6, 2026](#); and
- (c) the description of the Registrant’s Common Stock, which is registered under Section 12 of the Exchange Act of 1934, as amended (the “Exchange Act”), described in [Exhibit 4.1](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 31, 2026, including all amendments or reports filed for the purpose of updating such description.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment 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 into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

##### ITEM 8. EXHIBITS.

Exhibit Number	Description
<a href="#">4.1</a>	<a href="#">Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-36279), filed with the SEC on February 7, 2014).</a>
<a href="#">4.2</a>	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation dated June 7, 2024 (First Authorized Shares Amendment) (incorporated by reference from Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-36279), filed with the SEC on June 7, 2024).</a>

- [4.3](#) [Certificate of Amendment to Amended and Restated Certificate of Incorporation dated December 30, 2024 \(First Stock Split Amendment\) \(incorporated by reference from Exhibit 3.1 to the Registrant’s Current Report on Form 8-K \(File No. 001-36279\), filed with the SEC on December 30, 2024\).](#)
- [4.4](#) [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cara Therapeutics, Inc., dated April 15, 2025 \(Second Stock Split Amendment\) \(incorporated by reference from Exhibit 3.1 to the Registrant’s Current Report on Form 8-K \(File No. 001-36279\), filed with the SEC on April 15, 2025\).](#)
- [4.5](#) [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cara Therapeutics, Inc., dated April 15, 2025 \(Second Authorized Shares Amendment\) \(incorporated by reference from Exhibit 3.2 to the Registrant’s Current Report on Form 8-K \(File No. 001-36279\), filed with the SEC on April 15, 2025\).](#)
- [4.6](#) [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cara Therapeutics, Inc., dated April 15, 2025 \(Name Change Amendment\) \(incorporated by reference from Exhibit 3.3 to the Registrant’s Current Report on Form 8-K \(File No. 001-36279\), filed with the SEC on April 15, 2025\).](#)
- [4.7](#) [Amended and Restated Bylaws \(incorporated by reference from Exhibit 3.2 to the Registrant’s Quarterly Report on Form 10-Q \(File No. 001-36279\), filed with the SEC on November 14, 2024\).](#)
- [5.1](#) [Opinion of Cooley LLP.](#)
- [23.1](#) [Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.](#)
- [23.2](#) [Consent of Cooley LLP. Reference is made to Exhibit 5.1.](#)
- [24.1](#) [Power of Attorney. Reference is made to the signature page hereto.](#)
- [99.1](#) [Tvardi Therapeutics, Inc. 2025 Equity Incentive Plan \(incorporated by reference from Exhibit 10.14 to the Registrant’s Current Report on Form 8-K \(File No. 001-36279\), filed with the SEC on April 15, 2025\).](#)
- [99.2](#) [Forms of Option Grant Notices, Option Agreements and Notices of Exercise under Tvardi Therapeutics, Inc. 2025 Equity Incentive Plan \(incorporated by reference from Exhibit 10.15 to the Registrant’s Current Report on Form 8-K \(File No. 001-36279\), filed with the SEC on April 15, 2025\).](#)
- [99.3](#) [Form of Restricted Stock Unit Grant Notice and Award Agreement under Tvardi Therapeutics, Inc. 2025 Equity Incentive Plan \(incorporated by reference from Exhibit 10.16 to the Registrant’s Current Report on Form 8-K \(File No. 001-36279\), filed with the SEC on April 15, 2025\).](#)
- [99.4](#) [Tvardi Therapeutics, Inc. 2025 Employee Stock Purchase Plan \(incorporated by reference from Exhibit 10.17 to the Registrant’s Current Report on Form 8-K \(File No. 001-36279\), filed with the SEC on April 15, 2025\).](#)
- [107](#) [Filing Fee Table.](#)
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## 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 Houston, State of Texas, on April 1, 2026.

### TVARDI THERAPEUTICS, INC.

By: /s/ Imran Alibhai, Ph.D.

Imran Alibhai, Ph.D.  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Imran Alibhai, Ph.D. and Dan Conn, and each of them, as true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for them and in their 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 other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in their names and behalf in their capacities as officers and directors to enable Tvardi Therapeutics, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, 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 might or could do in person, ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-8 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/ IMRAN ALIBHAI, PH.D.</u> Imran Alibhai, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 1, 2026
<u>/s/ DAN CONN, J.D., MBA</u> Dan Conn, J.D., MBA	Chief Financial Officer <i>(Principal Financial Officer)</i>	April 1, 2026
<u>/s/ STEPHEN O'BRIEN</u> Stephen O'Brien	Vice President, Finance and Corporate Controller <i>(Principal Accounting Officer)</i>	April 1, 2026
<u>/s/ SUJAL SHAH</u> Sujal Shah	Chairman	April 1, 2026
<u>/s/ WALLACE HALL</u> Wallace Hall	Director	April 1, 2026
<u>/s/ MICHAEL S. WYZGA</u> Michael S. Wyzga	Director	April 1, 2026
<u>/s/ CYNTHIA SMITH</u> Cynthia Smith	Director	April 1, 2026
<u>/s/ SUSAN SHIFF, PH.D.</u> Susan Shiff, Ph.D.	Director	April 1, 2026



Madison A. Jones  
+1 202 728 7087  
madison.jones@cooley.com

April 1, 2026

Tvardi Therapeutics, Inc.  
3 Sugar Creek Ctr. Blvd.  
Suite 525  
Sugar Land, TX 77478

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Tvardi Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering by the Company of up to 635,614 shares (the "**Shares**") of its common stock, par value \$0.001 per share ("**Common Stock**"), consisting of (a) 529,679 shares of Common Stock issuable pursuant to the Tvardi Therapeutics, Inc. 2025 Equity Incentive Plan (the "**2025 EIP**") and (b) 105,935 shares of Common Stock issuable pursuant to the Tvardi Therapeutics, Inc. 2025 Employee Stock Purchase Plan (together with the 2025 EIP, the "**2025 Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Cooley LLP 1299 Pennsylvania Avenue, NW, Suite 700 Washington, DC 20004-2400  
t: (202) 842-7800 f: (202) 842-7899 cooley.com

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April 1, 2026

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We consent to the filing of 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 of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Madison A. Jones

Madison A. Jones

Cooley LLP 1299 Pennsylvania Avenue, NW, Suite 700 Washington, DC 20004-2400  
t: (202) 842-7800 f: (202) 842-7899 cooley.com

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**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 31, 2026 relating to the financial statements of Tvardi Therapeutics, Inc., appearing in the Annual Report on Form 10-K of Tvardi Therapeutics, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Houston, Texas

April 1, 2026

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# Calculation of Filing Fee Tables

## S-8

### Tvardi Therapeutics, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, par value \$0.001 per share to be issued pursuant to the Tvardi Therapeutics, Inc. 2025 Equity Incentive Plan	Other	529,679	\$ 3.30	1,747,940.70	\$ 0.0001381	\$ 241.39
2 Equity	Common Stock, par value \$0.001 per share to be issued pursuant to the Tvardi Therapeutics, Inc. 2025 Employee Stock Purchase Plan	Other	105,935	\$ 2.81	\$ 297,677.35	0.0001381	\$ 41.11
Total Offering Amounts:					\$		\$ 282.50
					2,045,618.05		
							\$ 0.00
							\$ 282.50

#### Offering Note

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The amount registered represents 529,679 additional shares of Tvardi Therapeutics, Inc.'s (the "Registrant's") common stock, par value \$0.001 per share (the "Common Stock") that were added to the shares authorized for issuance under the Registrant's 2025 Equity Incentive Plan (the "2025 Plan") on January 1, 2026 pursuant to an action by the Registrant's board of directors as permitted under the 2025 Plan. 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 Common Stock that become issuable under the 2025 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction. The 2025 Plan provides that the number of shares initially reserved and available for issuance under the 2025 Plan may be increased at the discretion of the Registrant's board of directors on January 1 of each year for a period of five years, commencing on January 1, 2026 and ending on January 1, 2030, in an amount not to exceed 5% of the total number of shares of the Fully Diluted Common Stock (as defined in the 2025 Plan) determined on December 31 of the preceding year, if the Registrant's board of directors acts prior to January 1 of a given year to provide that the increase for such year will occur and to determine the applicable number of additional shares of the Common Stock. In the absence of action by the Registrant's board of directors, no such increase will automatically occur. The proposed maximum aggregate offering price per unit and proposed maximum aggregate offering price for the 529,679 shares of Common Stock reserved for future grant under the 2025 Plan are made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee, and are based upon the average of the high and low prices of the Common Stock on March 27, 2026 (the "Average Price"), as reported on the Nasdaq Capital Market.

