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

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

Climb Bio, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-2273741
(I.R.S. Employer
Identification No.)

20 William Street, Suite 145
Wellesley Hills, Massachusetts 02481
(866) 857-2596
(Address of principal executive offices) (Zip code)

Climb Bio, Inc. 2021 Equity Incentive Plan
Climb Bio, Inc. 2021 Employee Stock Purchase Plan
Climb Bio, Inc. 2025 Inducement Plan, as amended
(Full title of the plan)

Aoife Brennan, M.B., Ch.B.
President and Chief Executive Officer
Climb Bio, Inc.
20 William Street, Suite 145
Wellesley Hills, Massachusetts 02481
(866) 857-2596
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copy to:

Christopher D. Barnstable-Brown
Scott N. Lunin
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007
(212) 230-8800

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, relating to an aggregate of (a) 2,388,316 shares of common stock, par value \$0.0001 per share (“Common Stock”), issuable under the 2021 Equity Incentive Plan (the “2021 Plan”) of Climb Bio, Inc. (the “Registrant”), (b) 477,663 shares of Common Stock issuable under the 2021 Employee Stock Purchase Plan (the “ESPP”) of the Registrant and (c) 750,000 shares of Common Stock issuable under the 2025 Inducement Plan, as amended (the “2025 Inducement Plan”), of the Registrant, is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statement on [Form S-8](#), File No. 333-286303, filed by the Registrant with the Securities and Exchange Commission on April 1, 2025 relating to the 2021 Plan, the ESPP and the 2025 Inducement Plan, except to the extent amended or superseded by the contents hereof.

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

Exhibit Number	Description	Form	Incorporated by Reference		
			File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation, as amended, of the Registrant.	10-Q	001-40708	3.1	November 12, 2024
4.2	Amended and Restated Bylaws of the Registrant.	8-K	001-40708	3.2	October 2, 2024
4.3	Form of common stock certificate of the Registrant.	10-K	001-40708	4.1	March 25, 2025
5.1*	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant.				
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.				
23.2*	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).				
24.1*	Power of Attorney (included on the signature page of this registration statement).				
99.1	2021 Equity Incentive Plan.	10-K	001-40708	10.1	March 25, 2025
99.2	2021 Employee Stock Purchase Plan.	10-K	001-40708	10.4	March 25, 2025
99.3	2025 Inducement Plan, as amended.	10-Q	001-40708	10.1	November 6, 2025
107*	Filing Fee Table.				

* Filed herewith

March 5, 2026

Climb Bio, Inc.
20 William Street, Suite 145
Wellesley Hills, Massachusetts 02481

Re: 2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan
2025 Inducement Plan, as amended

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 3,615,979 shares of common stock, \$0.0001 par value per share (the "Shares"), of Climb Bio, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2021 Equity Incentive Plan, 2021 Employee Stock Purchase Plan and 2025 Inducement Plan, as amended (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the board of directors and stockholders of the Company, the Registration Statement, the Plans and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

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 certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, as applicable, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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 of the Commission.

Very truly yours,

/s/ Wilmer Cutler Pickering Hale and Dorr LLP

WILMER CUTLER PICKERING HALE AND DORR LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

/s/ PricewaterhouseCoopers LLP

Seattle, Washington

March 5, 2026

