

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

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

PLUS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0827593
(I.R.S. Employer
Identification No.)

**6420 Levit Green Boulevard
Suite 310
Houston, Texas**
(Address of Principal Executive Offices)

77021
(Zip Code)

**Sixth Amended and Restated Plus Therapeutics, Inc. 2020 Stock Incentive Plan
Plus Therapeutics, Inc. 2015 New Employee Incentive Plan**
(Full title of the Plans)

Marc H. Hedrick, M.D.
President and Chief Executive Officer
Plus Therapeutics, Inc.
**6420 Levit Green Boulevard
Suite 310
Houston, Texas 77021**
(737) 255-7194
(Name, address and telephone number of agent for service)

With copies to:

**David E. Danovitch
Charles E. Chambers, Jr.
Sullivan & Worcester LLP
1251 Avenue of the Americas
New York, New York 10020
(212) 660-3060**

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 under the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 (this “Registration Statement”) registers an aggregate of 860,000 additional shares of common stock, par value \$0.001 per share (the “Common Stock”), of Plus Therapeutics, Inc. (the “Registrant”), consisting of (i) 740,000 shares of Common Stock issuable pursuant to the Sixth Amended and Restated Plus Therapeutics, Inc. 2020 Stock Incentive Plan (the “2020 Plan”), representing an increase of 740,000 shares of Common Stock reserved for issuance under the 2020 Plan, as a result of an amendment thereto, which was adopted by the board of directors (the “Board”) of the Registrant on March 31, 2026 and approved by the Registrant’s stockholders at the Annual Meeting of Stockholders held on May 14, 2026; and (ii) 120,000 shares of Common Stock issuable pursuant to the Plus Therapeutics, Inc. 2015 New Employee Incentive Plan (as amended, the “2015 Plan”), representing an increase of 120,000 shares of Common Stock reserved for issuance under the 2015 Plan as a result of an amendment thereto, which was adopted by the Board on November 7, 2025. Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), the contents of the Registrant’s registration statements on Form S-8 filed with the U.S. Securities and Exchange Commission (the “Commission”) on March 15, 2016 (Registration No. 333-210211), March 9, 2018 (Registration No. 333-223566), June 30, 2020 (Registration No. 333-239548), August 23, 2024 (Registration No. 333-281758), and August 22, 2025 (Registration No. 333-289822) are incorporated by reference and made part of this Registration Statement. Any items in such registration statements not expressly changed hereby shall be as set forth in such registration statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2025 (filed with the Commission on March 12, 2026);
- (b) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) since the end of the fiscal year covered by the document referred to in (a) above (other than the portions of those documents not deemed to be filed); and
- (c) the description of the Registrant’s Common Stock contained in Exhibit 4.1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on March 12, 2026 (File No. 001-34375).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein 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 Number	Description	Filed Herewith	Form	Incorporated by Reference		
				File Number	Exhibit	Filing Date
4.1	Sixth Amended and Restated Plus Therapeutics, Inc. 2020 Stock Incentive Plan		Schedule 14A	001-34375	Appendix A	03/31/2026
4.2	Amended and Restated Plus Therapeutics, Inc. 2015 New Employee Incentive Plan, dated November 7, 2025		S-1	333-292637	10.9	01/09/2026
5.1	Opinion of Sullivan & Worcester LLP	X				
23.1	Opinion of Sullivan & Worcester LLP (included in Exhibit 5.1)	X				
23.2	Consent of CBIZ CPAs, P.C., Independent Registered Public Accounting Firm	X				
23.3	Consent of BDO USA, P.C., Independent Registered Public Accounting Firm	X				
24.1	Power of Attorney (included on the signature page to this Registration Statement)	X				
99.1	Form of Stock Unit Agreement under the 2020 Stock Incentive Plan		S-8	333-289822	99.2	08/22/2025
99.2	Form of Notice of Grant and Stock Option Agreement under the 2020 Stock Incentive Plan		10-K	001-34375	10.26	02/24/2022
107	Filing Fee Table	X				

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 Houston, Texas, on June 18, 2026.

PLUS THERAPEUTICS, INC.

By: _____ /s/ Marc H. Hedrick, M.D.
Name: Marc H. Hedrick, M.D.
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Marc H. Hedrick, M.D. and Andrew Sims, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable the Registrant to comply with the Securities Act, and any rules, regulations, or requirements of the Commission in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission and any applicable securities exchange or securities regulatory body, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable securities laws, including without limitation state securities laws, and to file the same, together with other documents in connection therewith with the appropriate authorities, including without limitation state securities authorities, granting unto said attorney-in-fact and agent, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities set forth below on June 18, 2026.

Signature	Title	Date
_____ /s/ Marc H. Hedrick, M.D. Marc H. Hedrick, M.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 18, 2026
_____ /s/ Andrew Sims Andrew Sims	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 18, 2026
_____ /s/ Richard J. Hawkins Richard J. Hawkins	Chair of the Board of Directors	June 18, 2026
_____ /s/ Howard Clowes Howard Clowes	Director	June 18, 2026
_____ /s/ An Van Es-Johansson, M.D. An Van Es-Johansson, M.D.	Director	June 18, 2026
_____ /s/ Ronald A. Andrews Ronald A. Andrews	Director	June 18, 2026
_____ /s/ Kyle Guse Kyle Guse	Director	June 18, 2026



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

212 660 3000
sullivanlaw.com

June 18, 2026

Plus Therapeutics, Inc.
6420 Levitt Green Boulevard
Suite 310
Houston, Texas 77021

Re: Plus Therapeutics, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), by Plus Therapeutics, Inc., a Delaware corporation (the "Company"), of 860,000 shares (the "Registered Shares") of its common stock, par value \$0.001 per share (the "Common Stock"), consisting of (i) 740,000 shares of Common Stock that are to be offered and may be issued under the Company's Sixth Amended and Restated 2020 Stock Incentive Plan (the "2020 Plan"), and (ii) 120,000 shares of Common Stock issuable pursuant to the Company's 2015 New Employee Incentive Plan (as amended, the "2015 Plan," and together with the 2020 Plan, the "Plans"), 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 Certificate of Incorporation of the Company as amended and as presently in effect, the amended and restated bylaws of the Company, minute books and corporate records of the Company, and such other documents as we have considered necessary 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. Other than our examination of the documents indicated above, we have made no other examination in connection with this opinion.

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.

Based on and subject to the foregoing, we are of the opinion that, when issued in accordance with the terms of the respective Plans and the options or other awards granted thereunder, the Registered Shares will be duly authorized, validly issued, fully paid and nonassessable shares of Common Stock.

This opinion speaks only as of the date hereof and we assume no obligation to update or supplement this opinion if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above.

We hereby 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 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

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 12, 2026 with respect to the financial statements of Plus Therapeutics, Inc. for the year ended December 31, 2025 included in the Annual Report on Form 10-K.

/s/ CBIZ CPAs P.C.

New York, NY
June 18, 2026

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 31, 2025, relating to the consolidated financial statements of Plus Therapeutics, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO USA, P.C.

Austin, Texas

June 18, 2026

Calculation of Filing Fee Tables

S-8

PLUS 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 Shares, par value \$0.001 per share	Other	860,000	\$ 4.80	\$ 4,128,000.00	0.0001381	\$ 570.08
Total Offering Amounts:					\$ 4,128,000.00		\$ 570.08
Total Fee Offsets:							\$ 570.08
Net Fee Due:							\$ 0.00

Offering Note

1

This Registration Statement on Form S-8 (the "Registration Statement") registers the issuance of 860,000 shares of common stock, par value \$0.001 per share ("Common Stock"), of Plus Therapeutics, Inc., consisting of (i) 740,000 shares of Common Stock issuable pursuant to the Sixth Amended and Restated Plus Therapeutics, Inc. 2020 Stock Incentive Plan, and (ii) 120,000 shares of Common Stock issuable pursuant to the Plus Therapeutics, Inc. 2015 New Employee Incentive Plan. (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions. (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are calculated using the average of the high and low prices per share for the Common Stock trading on Nasdaq on June 16, 2026, which date is within five business days prior to filing this Registration Statement.

Table 2: Fee Offset Claims and Sources

Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims	1, 2 Plus Therapeutics, Inc.	S-3	333-286393	04/04/2025		\$ 570.08	Equity	Common Stock, par value \$0.001 per share		0	
Fee Offset Sources	Plus Therapeutics, Inc.	S-3	333-286393		04/04/2025						\$ 194,082.78

Rule 457(p) Statement of Withdrawal, Termination, or Completion:

1

The registrant withdrew the Source Registration Statement by filing a Form RW on June 23, 2025.

Offset Note

2

A filing fee of \$194,082.78 was previously paid in connection with the registration statement on Form S-3 (No. 333-286393) filed by the registrant on April 4, 2025 (the "Source Registration Statement"). The registrant withdrew the Source Registration Statement by filing a Form RW on June 23, 2025. As the Source Registration Statement was not declared effective, no securities were sold thereunder. As a result, upon withdrawal of the Source Registration Statement, the registrant had \$194,082.78 in unused filing fees. As of the date of this registration statement, an aggregate of \$23,768.65 of the unused filing fees previously paid by the Registrant in connection with the filing of the Source Registration Statement have been offset to pay for other filing fees due, resulting in \$170,314.13 in remaining unused fees available to be applied to subsequent filings of the Registrant. In accordance with Rule 457(p) of the Securities Act, such unused filing fees will offset the filing fee of \$570.08 currently due pursuant to this Registration Statement. Accordingly, \$169,744.05 of the unused filing fees previously paid in connection with the Source Registration Statement remain available to be used to offset the fees that may become due for future registration statements.

