As filed with the Securities and Exchange Commission on July 28, 2026

Registration No. 333-

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

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

Sarepta Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**93-0797222** **(I.R.S. Employer Identification No.)**

215 First Street, Suite 415
Cambridge, Massachusetts 02142
(Address of Principal Executive Offices) (Zip Code)

Sarepta Therapeutics, Inc. 2024 Employment Commencement Incentive Plan, as amended
(Full title of the plan)

Michael Severino, M.D.
Chief Executive Officer
Sarepta Therapeutics, Inc.
215 First Street, Suite 415
Cambridge, Massachusetts 02142
(Name and address of agent for service)

(617) 274-4000
(Telephone number, including area code, of agent for service)

Copies to:
Paul M. Kinsella
William J. Michener
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, Massachusetts 02199
(617) 951-7000

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

This Registration Statement on Form S-8 (this "Registration Statement") is filed to register an additional 2,500,000 shares of common stock, par value $0.0001 per share, of Sarepta Therapeutics, Inc. (the "Registrant") for issuance under the Registrant's 2024 Employment Commencement Incentive Plan, as amended. This Registration Statement is filed in accordance with General Instruction E to Form S-8 regarding registration of additional securities of the same class, and, pursuant to such instruction, the contents of Form S-8 Registration Statement (File No. 333-281334) filed with the Securities and Exchange Commission on August 7, 2024 and the contents of the Post-Effective Amendment No. 1 to Form S-8 Registration Statement (File Nos. 333-240996, 333-228719, 333-221271 and 333-209710) filed with the Securities and Exchange Commission on March 28, 2024, each relating to the Registrant's 2024 Employment Commencement Incentive Plan, except to the extent supplemented, amended or superseded by the information set forth herein, are incorporated herein by reference.

Item 8. Exhibits

Exhibit Number	Description	Incorporated by Reference to Filings Indicated			Provided Herewith
		Form	Exhibit	Filing Date	
4.1	Sarepta Therapeutics, Inc. 2024 Employment Commencement Incentive Plan	S-8 POS	4.5	3/28/24	
4.2	Amendment No. 1 to the Sarepta Therapeutics, Inc. 2024 Employment Commencement Incentive Plan	8-K	10.1	6/7/24	
4.3	Amendment No. 2 to the Sarepta Therapeutics, Inc. 2024 Employment Commencement Incentive Plan				X
4.4	Amendment No. 3 to the Sarepta Therapeutics, Inc. 2024 Employment Commencement Incentive Plan				X
5.1	Opinion of Ropes & Gray LLP				X
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)				X
23.2	Consent of KPMG LLP, independent registered public accounting firm				X
24.1	Power of Attorney (included in the signature page to this Registration Statement)				X
107	Filing Fees				X

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 Cambridge, Commonwealth of Massachusetts, on July 28, 2026.

Sarepta Therapeutics, Inc.

By: /s/ Michael Severino, M.D.
Michael Severino, M.D.
Chief Executive Officer

SIGNATURES AND POWERS OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Michael Severino, M.D., Ian M. Estepan, Ryan H. Wong and Cristin L. Rothfuss, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Sarepta Therapeutics, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully 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 below by the following persons in the capacities indicated below on the dates indicated:

Signature	Title	Date
/s/ Michael Severino, M.D. Michael Severino, M.D.	Chief Executive Officer, Director (Principal Executive Officer)	July 28, 2026
/s/ Ryan H. Wong Ryan H. Wong	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	July 28, 2026
/s/ M. Kathleen Behrens, Ph.D. M. Kathleen Behrens, Ph.D.	Chairwoman of the Board	July 28, 2026
/s/ Richard J. Barry Richard J. Barry	Director	July 28, 2026
/s/ Kathryn Boor, Ph.D. Kathryn Boor, Ph.D.	Director	July 28, 2026
/s/ Michael Chambers Michael Chambers	Director	July 28, 2026
/s/ Deirdre Connelly Deirdre Connelly	Director	July 28, 2026
/s/ Stephen L. Mayo, Ph.D. Stephen L. Mayo, Ph.D.	Director	July 28, 2026
/s/ Claude Nicaise, M.D. Claude Nicaise, M.D.	Director	July 28, 2026
/s/ Hans Wigzell, M.D., Ph.D. Hans Wigzell, M.D., Ph.D.	Director	July 28, 2026

AMENDMENT NO. 2
TO THE
SAREPTA THERAPEUTICS, INC.

2024 EMPLOYMENT COMMENCEMENT INCENTIVE PLAN

WHEREAS, Sarepta Therapeutics, Inc. (the "Company") previously adopted and approved the 2024 Employment Commencement Incentive Plan (the "Plan") as an inducement stock plan under Nasdaq Stock Market Rule 5635(c)(4) to, among other things, attract and retain the best candidates for positions of substantial responsibility upon whose judgment, interest, and special effort the successful conduct of the Company's operation will be largely dependent;

WHEREAS, the Plan was previously amended by that certain Amendment No. 1, approved by the Board of Directors of the Company (the "Board") on June 7, 2024;

WHEREAS, pursuant to Sections 19(a) and (b) of the Plan, the "Administrator" (defined under the Plan as the Board of Directors of the Company (the "Board") or any of its committees) may amend the Plan from time to time without stockholder approval; and

WHEREAS, the Board, as Administrator, has determined that it is in the best interests of the Company and its stockholders to amend the Plan.

NOW, THEREFORE, BE IT RESOLVED, the Plan is hereby amended, effective April 22, 2026, the date of approval by the Board, as follows:

1. Section 3(a) of the Plan, entitled "Stock Subject to the Plan," shall be replaced in its entirety by the following:

    "Subject to the provisions of Section 14(a) of the Plan, the maximum aggregate number of Shares that may be subject to Awards issued under the Plan is 6,185,308 Shares, which reflects (i) 500,000 new Shares subject to Amendment No. 1 of the Plan, dated June 7, 2024, (ii) 637,817 Shares which had been available for issuance and were not issued or subject to outstanding awards as of March 29, 2024 under the Prior Plan and (iii) 5,047,491 Shares subject to outstanding awards under the Prior Plan as of March 29, 2024 that may expire or otherwise terminate without having been exercised in full, or are forfeited to the Company and would have become available again for issuance under the terms of the Prior Plan; provided, however, that such aggregate number of Shares available for issuance under the Plan shall be reduced by 1.26 shares for each Share delivered in settlement of any Full Value Award. The Shares may be authorized, but unissued, or reacquired Common Stock."

2. Except as modified herein, the Plan is hereby specifically ratified and affirmed.

This Amendment No. 2 to the Plan is adopted by the Board, effective as of the date of approval by the Board.

IN WITNESS WHEREOF, this Amendment has been executed by its duly authorized officer on April 22, 2026.

AMENDMENT NO. 3
TO THE
SAREPTA THERAPEUTICS, INC.

2024 EMPLOYMENT COMMENCEMENT INCENTIVE PLAN

WHEREAS, Sarepta Therapeutics, Inc. (the "Company") previously adopted and approved the 2024 Employment Commencement Incentive Plan (the "Plan") as an inducement stock plan under Nasdaq Stock Market Rule 5635(c)(4) to, among other things, attract and retain the best candidates for positions of substantial responsibility upon whose judgment, interest, and special effort the successful conduct of the Company's operation will be largely dependent;

WHEREAS, the Plan was previously amended by that certain Amendment No. 1, approved by the Board of Directors of the Company (the "Board") on June 7, 2024, and that certain Amendment No. 2, approved by the Board on April 22, 2026;

WHEREAS, pursuant to Sections 19(a) and (b) of the Plan, the "Administrator" (defined under the Plan as the Board of Directors of the Company (the "Board") or any of its committees) may amend the Plan from time to time without stockholder approval; and

WHEREAS, the Board, as Administrator, has determined that it is in the best interests of the Company and its stockholders to amend the Plan to increase the number of authorized shares under the Plan by 2,500,000 shares of common stock of the Company, as authorized under the Plan.

NOW, THEREFORE, the Plan is hereby amended, effective July 27, 2026, the date of approval by the Board, as follows:

1. Section 3(a) of the Plan, entitled "Stock Subject to the Plan," shall be replaced in its entirety by the following:

   "Subject to the provisions of Section 14(a) of the Plan, the maximum aggregate number of Shares that may be subject to Awards issued under the Plan is 8,685,308 Shares, which reflects (i) 2,500,000 new Shares subject to Amendment No. 3 of the Plan, dated July 27, 2026, (ii) 500,000 new Shares subject to Amendment No. 1 of the Plan, dated June 7, 2024, (iii) 637,817 Shares which had been available for issuance and were not issued or subject to outstanding awards as of March 29, 2024 under the Prior Plan and (iv) 5,047,491 Shares subject to outstanding awards under the Prior Plan as of March 29, 2024 that may expire or otherwise terminate without having been exercised in full, or are forfeited to the Company and would have become available again for issuance under the terms of the Prior Plan; provided, however, that such aggregate number of Shares available for issuance under the Plan shall be reduced by 1.26 shares for each Share delivered in settlement of any Full Value Award. The Shares may be authorized, but unissued, or reacquired Common Stock."

2. Except as modified herein, the Plan is hereby specifically ratified and affirmed.

This Amendment No. 3 to the Plan is adopted by the Board, effective as of the date of approval by the Board.

IN WITNESS WHEREOF, this Amendment has been executed by its duly authorized officer on July 27, 2026.

Exhibit 5.1

ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

July 28, 2026

Sarepta Therapeutics, Inc.
215 First Street, Suite 415
Cambridge, Massachusetts 02142

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Sarepta Therapeutics, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 2,500,000 shares of common stock, $0.0001 par value, of the Company (the "Shares"). The Shares are issuable under the Company's 2024 Employment Commencement Incentive Plan, as amended (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter 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 or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 2, 2026, with respect to the consolidated financial statements of Sarepta Therapeutics, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts
July 28, 2026

Calculation of Filing Fee Tables

S-8

Sarepta 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 $0.0001 per share	Other	2,500,000	$ 15.73	$ 39,325,000.00	0.0001381	$ 5,430.79
			Total Offering Amounts:			$ 39,325,000.00		$ 5,430.79
			Total Fee Offsets:					$ 0.00
			Net Fee Due:					$ 5,430.79

Offering Note

1 (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement on Form S-8 shall also cover shares of the Registrant's common stock that become issuable under the Registrant's 2024 Employment Commencement Incentive Plan, as amended (the "Plan"), to prevent dilution as a result of any stock dividend, stock split, recapitalization or similar transaction. (2) Represents 2,500,000 shares of common stock reserved for future issuance under the Plan. (3) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, the "proposed maximum offering price per share" is calculated based on the average of the high and low prices for the Registrant's common stock as reported on the Nasdaq Global Select Market on July 23, 2026.

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											
Fee Offset Sources											