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

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

MYOMO, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

47-0944526
(I.R.S. Employer
Identification Number)

45 Blue Sky Dr., Suite 101
Burlington, Massachusetts 01803
(617) 996-9058
(Address of Registrant's Principal Executive Offices)

Myomo, Inc. 2018 Stock Option and Incentive Plan
(Full title of the plan)

Paul R. Gudonis
President and Chief Executive Officer
Myomo, Inc.
45 Blue Sky Dr., Suite 101
Burlington, MA 01803
(617) 996-9058
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Mitchell S. Bloom, Esq.
Catherine Magazu, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

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. (Check one):

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

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 1,538,854 additional shares of common stock, par value \$0.0001 per share (“Common Stock”), of Myomo, Inc. (the “Company”) under the Myomo, Inc. 2018 Stock Option and Incentive Plan (as amended, the “Plan”). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2021, by an amount equal to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2026, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,538,854 shares. The additional shares are of the same class as other securities relating to the Plan for which the Registrant’s registration statements filed on Form S-8 on June 28, 2018 ([Registration No. 333-225952](#)), March 14, 2019 ([Registration No. 333-230272](#)), March 19, 2020 ([Registration No. 333-237288](#)), June 12, 2020 ([Registration No. 333-239133](#)), June 28, 2023 ([Registration No. 333-272982](#)), August 6, 2024 ([Registration No. 333-281315](#)) and March 10, 2025 ([Registration No. 333-285683](#)) are effective. The information contained in the Registrant’s registration statements on Form S-8 (Registration Nos. 333-225952, 333-230272, 333-237288, 333-239133, 333-272982, 333-281315 and 333-285683) is hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Eighth Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 2.3 contained in the Registrant's Form 1-A filed on January 6, 2017).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 2.4 contained in the Registrant's Form 1-A filed on January 6, 2017).</u>
4.3	<u>Certificate of Amendment to the Eighth Amended and Restated Certificate of Incorporation, as amended, of Myomo, Inc., filed with the Secretary of the State of Delaware on January 30, 2020 (incorporated by reference to Exhibit 3.1 contained in the Registrant's Form 8-K filed on January 30, 2020).</u>
4.4	<u>Second certificate of Amendment to the Eighth Amended and Restated Certificate of Incorporation, as amended, of Myomo, Inc., filed with the Secretary of the State of Delaware on June 10, 2021 (incorporated by reference to Exhibit 3.1 contained in the Registrant's Form 8-K filed on June 15, 2021).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of CBIZ CPA's P.C., independent registered public accounting firm.</u>
23.2*	<u>Consent of Marcum LLP, independent registered public accounting firm.</u>
23.3	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (see page II-1 of this Registration Statement on Form S-8).</u>
99.1	<u>Myomo, Inc. 2018 Stock Option and Incentive Plan and form of award agreements (incorporated by reference to Appendix A contained in the Registrant's Definitive Proxy Statement filed on April 26, 2018).</u>
99.2	<u>Amendment No. 1 to the Myomo, Inc. 2018 Stock Option and Incentive Plan (incorporated by reference to Exhibit A contained in the Registrant's Definitive Proxy Statement filed on April 28, 2020).</u>
99.3	<u>Amendment No. 2 to the Myomo, Inc. 2018 Stock Option and Incentive Plan (incorporated by reference to Exhibit 99.3 contained in the Registration Statement on Form S-8 (Registration No. 333-225952) on June 28, 2023).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

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 Cambridge, Commonwealth of Massachusetts, on the 9th day of March, 2026.

MYOMO, INC.

By: /s/ Paul R. Gudonis
Paul R. Gudonis
Chairman, Chief Executive Officer and President

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Paul R. Gudonis and David Henry, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for him and in his name, place and stead, in any and all capacities, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 of Myomo, Inc., and any or all amendments (including post-effective amendments), 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, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, 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.

Signature	Title	Date
<u>/s/ Paul R. Gudonis</u> Paul R. Gudonis	Chairman, Chief Executive Officer and President (Principal Executive Officer)	March 9, 2026
<u>/s/ David Henry</u> David Henry	Chief Financial Officer (Principal Accounting and Financial Officer)	March 9, 2026
<u>/s/ Thomas A. Crowley, Jr.</u> Thomas A. Crowley, Jr.	Director	March 9, 2026
<u>/s/ Thomas F. Kirk</u> Thomas F. Kirk	Director	March 9, 2026
<u>/s/ Heather Getz</u> Heather Getz	Director	March 9, 2026
<u>/s/ Milton M. Morris</u> Milton M. Morris	Director	March 9, 2026



Goodwin Procter LLP
601 Marshall St.
Redwood City, CA 94063

goodwinlaw.com

+1 650 752 3100

March 9, 2026

Myomo, Inc.
45 Blue Sky Dr., Suite 101
Burlington, Massachusetts 01803

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to the registration of 1,538,854 additional shares (the "Shares") of common stock, \$0.0001 par value per share ("Common Stock"), of Myomo, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan, as amended (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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/ GOODWIN PROCTER LLP
GOODWIN PROCTER 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 9, 2026 with respect to the financial statements of Myomo, 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
March 9, 2026

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 10, 2025 with respect to the financial statements of Myomo, Inc. for the year ended December 31, 2024 included in the Annual Report on Form 10-K.

/s/ MARCUM LLP

New York, NY
March 9, 2026

