

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

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

MeiraGTx Holdings plc
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)
450 East 29th Street, 14th Floor
New York, NY
(Address of Principal Executive Offices)

98-1448305
(I.R.S. Employer
Identification No.)
10016
(Zip Code)

MeiraGTx Holdings plc 2018 Incentive Award Plan
(Full title of the plan)

Alexandria Forbes, Ph.D.
President and Chief Executive Officer
MeiraGTx, LLC
450 East 29th Street, 14th Floor
New York, NY 10016
(Name and address of agent for service)
(646) 860-7985
(Telephone number, including area code, of agent for service)

Copies to:
Peter N. Handrinis
Keith L. Halverstam
Latham & Watkins LLP
200 Clarendon Street
Boston, Massachusetts 02116
(617) 948-6000

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	<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 on Form S-8 is being filed for the purpose of registering an additional 8,412,566 ordinary shares, nominal value \$0.00003881 per share (“*Ordinary Shares*”) of MeiraGTx Holdings plc (the “*Registrant*”) that may be issuable under the MeiraGTx Holdings plc 2018 Incentive Award Plan (the “*2018 Plan*”). Registration Statements of the Registrant on Form S-8 relating to the 2018 Plan are effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The contents of the Registration Statements on Form S-8 (File Nos. [333-257164](#) and [333-225535](#)), including any amendments thereto, filed with the Securities and Exchange Commission, relating to the 2018 Plan, are incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q (File No. 001-38520) filed August 7, 2019).
4.2	Shareholder Agreement (incorporated by reference to Exhibit 4.2 to the Registrant’s Annual Report on Form 10-K (File No. 001-38520) filed March 11, 2020).
5.1*	Opinion of Walkers, counsel to the Registrant.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Walkers (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page hereto).
99.1	MeiraGTx Holdings plc 2018 Incentive Award Plan (incorporated by reference to Exhibit 10.2 to Amendment No. 2 to the Registrant’s Registration Statement on Form S-1 (Reg. No. 333-224914) filed on May 29, 2018).
107*	Filing Fee Table

* Filed herewith.

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 New York, State of New York, on the 13th day of March 2025.

MEIRAGTX HOLDINGS PLC

By: /s/ Alexandria Forbes, Ph.D.
Alexandria Forbes, Ph.D.
President and Chief Executive Officer
(principal executive officer)

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of MeiraGTx Holdings plc, hereby severally constitute and appoint Alexandria Forbes, Ph.D., Richard Giroux and Robert J. Wollin, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), 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 and about the premises, as full 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 any of them, or their or his or her substitute or 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 by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alexandria Forbes, Ph.D.</u> Alexandria Forbes, Ph.D.	President, Chief Executive Officer and Director (principal executive officer)	March 13, 2025
<u>/s/ Richard Giroux</u> Richard Giroux	Chief Financial Officer and Chief Operating Officer (principal financial officer and principal accounting officer) and MeiraGTx Holdings plc's authorized representative in the United States	March 13, 2025
<u>/s/ Keith R. Harris, Ph.D.</u> Keith R. Harris, Ph.D.	Chairman of the Board of Directors and Director	March 13, 2025
<u>/s/ Ellen Hukkelhoven Ph.D.</u> Ellen Hukkelhoven, Ph.D.	Director	March 13, 2025
<u>/s/ Lord Mendoza</u> Lord Mendoza	Director	March 13, 2025
<u>/s/ Nicole Seligman</u> Nicole Seligman	Director	March 13, 2025

/s/ Thomas E. Shenk, Ph.D.
Thomas E. Shenk, Ph.D.

Director

March 13, 2025

/s/ Debra Yu, M.D.
Debra Yu, M.D.

Director

March 13, 2025

13 March 2025

Our Ref: ME/kg/M6113-151627

MeiraGTx Holdings plc
c/o Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Dear Addressees

MEIRAGTX HOLDINGS PLC

We have been asked to provide this legal opinion to you with regard to the laws of the Cayman Islands in connection with the registration by MeiraGTx Holdings plc (the "**Company**"), of 8,412,566 ordinary shares with a nominal value of \$0.00003881 per share in the capital of the Company (the "**Shares**") for issuance under the MeiraGTx Holdings plc 2018 Incentive Award Plan (the "**Plan**"), under the United States Securities Act of 1933, as amended (the "**Securities Act**") and pursuant to the terms of the Registration Statement (as defined in Schedule 1).

For the purposes of giving this opinion, we have examined and relied upon the originals, copies or translations of the documents listed in Schedule 1.

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction.

Based upon the foregoing examinations and the assumptions and qualifications set out below and having regard to legal considerations which we consider relevant, and under the laws of the Cayman Islands, as at the date hereof, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated with limited liability, validly existing under the laws of the Cayman Islands and in good standing with the Registrar of Companies in the Cayman Islands (the "**Registrar**").
2. The Shares have been duly authorised by all necessary corporate action of the Company, and upon the issue of the Shares (by the entry of the name of the registered owner thereof in the Register of Members of the Company confirming that such Shares have been issued and credited as fully paid), delivery and payment therefor by the purchaser in accordance with the Memorandum and Articles (as defined in Schedule 1) and the Plan and in the manner contemplated by the Registration Statement and

Walkers

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Grand Cayman KY1-9001, Cayman Islands

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the Prospectus (as each term is defined in Schedule 1), the Shares will be validly issued, fully paid and non-assessable (meaning that no additional sums may be levied in respect of the Shares on the holder thereof by the Company).

The foregoing opinions are given based on the following assumptions.

1. The originals of all documents examined in connection with this opinion are authentic. The signatures, initials and seals on the Documents and the Resolutions (each as defined in Schedule 1) are genuine and are those of a person or persons stated therein. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals. Any translations are a complete and accurate translation of the original document they purport to translate. The Documents conform in every material respect to the latest drafts of the same produced to us and, where provided in successive drafts, have been marked up to indicate all changes to such Documents.
2. The Memorandum and Articles (as defined in Schedule 1) will be the memorandum and articles of association of the Company in effect at the time of the issue of the Shares.
3. We have relied upon the statements and representations of directors, officers and other representatives of the Company as to factual matters.
4. The Company will receive consideration in money or money's worth for each Share when issued, such price in any event not being less than the stated par or nominal value of each Share.
5. The Resolutions (defined in Schedule 1) are and shall remain in full force and effect and have not been and will not be rescinded or amended.
6. Each of the Registration Statement and the Plan (including each grant notice issued pursuant thereto) will be duly authorised, executed and delivered by or on behalf of all relevant parties prior to the issue of the Shares and will be legal, valid, binding and enforceable against all relevant parties in accordance with their terms under all relevant laws (other than the laws of the Cayman Islands).
7. The power, authority and legal right of all parties under all relevant laws and regulations (other than the Company under the laws of the Cayman Islands) to enter into, execute and perform their respective obligations under the Documents.
8. All preconditions to the issue of the Shares under the terms of the Plan will be satisfied or duly waived prior to the issue of the Shares and there will be no breach of the terms of the Plan.
9. There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect any of the opinions set forth above.

Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing (as defined in Schedule 1) issued by the Registrar. The Company shall be deemed to be in good standing under section 200A of the Companies Act (as amended) of the Cayman Islands (the "**Companies Act**") on the date of issue of the certificate if all fees and penalties under the

Companies Act have been paid and the Registrar has no knowledge that the Company is in default under the Companies Act.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is given solely for your benefit and the benefit of your legal advisers acting in that capacity in relation to this transaction and may not be relied upon by any other person, other than persons entitled to rely upon it pursuant to the provisions of the Securities Act, without our prior written consent.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm, as Cayman Islands counsel to the Company, in the Registration Statement.

Yours faithfully

Walkers

Walkers (Cayman) LLP

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 1 May 2018, Amended and Restated Memorandum and Articles of Association as adopted on 19 June 2019 (the "**Memorandum and Articles**"), Register of Members, Register of Directors and Officers and Register of Mortgages and Charges, in each case, of the Company, copies of which have been provided to us by its registered office in the Cayman Islands or in the case of the Register of Members by the Company's registrar.
 2. The Cayman Online Registry Information System (CORIS), the Cayman Islands' General Registry's online database, searched on 12 March 2025.
 3. A copy of a Certificate of Good Standing dated 10 March 2025 in respect of the Company issued by the Registrar (the "**Certificate of Good Standing**").
 4. Copies of the executed written resolutions of the Director of the Company dated 31 January 2025 (the "**Resolutions**").
 5. Copies of the following documents (the "**Documents**"):
 - (a) the prospectus of the Company filed with the United States Securities and Exchange Commission ("**SEC**") on 7 June 2018 (Reg. No. 333-224914) (the "**Prospectus**")
 - (b) the Registration Statement on Form S-8 filed on 13 March 2025 by the Company with the SEC registering the Shares under the Securities Act (as filed and amended, the "**Registration Statement**");
 - (c) 2018 Incentive Award Plan; and
 - (d) such other documents as we have deemed necessary to render the opinions set forth herein.
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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the MeiraGTx Holdings plc 2018 Incentive Award Plan of MeiraGTx Holdings plc of our report dated March 13, 2025 with respect to the consolidated financial statements of MeiraGTx Holdings plc included in its Annual Report (Form 10-K) for the year ended December 31, 2024.

/s/ Ernst & Young LLP

Jericho, NY

March 13, 2025

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form Type)MEIRAGTX HOLDINGS PLC
(Exact Name of Registrant as Specified in its Charter)**Table I: Newly Registered Securities**

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2018 Incentive Award Plan	Equity	Ordinary Shares, nominal value \$0.00003881 per share	Rules 457(c) and 457(h)	8,412,566 (2)	\$5.97(3)	\$50,223,018.30	\$0.00015310	\$7,689.14
Total Offering Amounts						\$50,223,018.30		\$7,689.14
Total Fee Offsets								\$ —
Net Fee Due								\$7,689.14

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (“*Securities Act*”), this Registration Statement shall also cover any additional ordinary shares of MeiraGTx Holdings plc (the “Registrant”), nominal value \$0.00003881 per share (“*Ordinary Shares*”), which may become issuable under the MeiraGTx Holdings plc 2018 Incentive Award Plan (the “*2018 Plan*”) to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of additional Ordinary Shares that may become issuable under the 2018 Plan pursuant to its terms.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Ordinary Shares as reported on the Nasdaq Global Select Market on March 11, 2025.
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