

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**ProKidney Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**98-1586514**  
(I.R.S. Employer  
Identification Number)

**2000 Frontis Plaza Blvd., Ste 250  
Winston-Salem, NC 27103**  
(Address, including zip code, of Principal Executive Offices)

**ProKidney Corp. 2022 Incentive Equity Plan**  
(Full Title of the Plan)

**Bruce Culleton, M.D.**  
**Chief Executive Officer**  
**ProKidney Corp.**  
**2000 Frontis Plaza Blvd., Ste 250**  
**Winston-Salem, NC 27103**  
**Telephone: (336) 999-7028**  
(Name, address and telephone number, including area code, of agent for service)

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 registers 15,053,502 additional Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), of ProKidney Corp. (the “Registrant”) under the Registrant’s 2022 Incentive Equity Plan (the “2022 Plan”), representing an increase of 15,053,502 shares of Class A common stock reserved for issuance under the 2022 Plan, effective January 1, 2026 by operation of the “evergreen” provision contained in the 2022 Plan. This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 of the Registrant relating to one or more employee benefit plans is effective (File Nos. 333-267414, 333-270920, 333-278176 and 333-285975). The information contained in the Registrant’s registration statements on Form S-8 (File Nos. 333-267414, 333-270920, 333-278176 and 333-285975), to the extent not otherwise amended or superseded by the contents hereof, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed with the Commission on March 18, 2026;
- (b) The Registrant’s Current Report on Form 8-K, as filed with the Commission on [February 2, 2026](#); and

(c) the description of the Company’s common stock, included in the final prospectus dated April 28, 2025 (filed pursuant to Rule 424(b)(3)) to its Registration Statement on [Form S-4](#) dated March 31, 2025 (File No. 333-286278)) under the caption “Description of Securities” therein, including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and 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 which 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	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
<a href="#">4.1</a>	<a href="#">Certificate of Incorporation of ProKidney</a>		Form 8-K12B (Exhibit 3.1)	7/3/2025	001-40560
<a href="#">4.2</a>	<a href="#">By-laws of ProKidney Corp.</a>		Form 8-K12B (Exhibit 3.2)	7/3/2025	001-40560

<a href="#">4.3</a>	<a href="#">Certificate of Corporate Domestication of ProKidney Corp.</a>		Form 8-K12B (Exhibit 3.3)	7/3/2025	001-40560
<a href="#">4.4</a>	<a href="#">Stock Certificate for Class A Common Stock ProKidney</a>		Form 8-K12B (Exhibit 4.1)	7/3/2025	001-40560
<a href="#">4.5</a>	<a href="#">Stock Certificate for Class B Common Stock ProKidney</a>		Form 8-K12B (Exhibit 4.2)	7/3/2025	001-40560
<a href="#">5.1</a>	<a href="#">Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.</a>	X			
<a href="#">23.1</a>	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>	X			
<a href="#">23.2</a>	<a href="#">Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1)</a>	X			
<a href="#">24.1</a>	<a href="#">Power of Attorney (included on the signature page hereof)</a>	X			
<a href="#">99.1+</a>	<a href="#">ProKidney Corp. 2022 Incentive Equity Plan</a>		Form 8-K (Exhibit 10.11)	7/15/2022	001-40560
<a href="#">99.2+</a>	<a href="#">First Amendment to the ProKidney Corp. 2022 Incentive Equity Plan</a>		Form 8-K12B (Exhibit 10.5)	7/3/2025	001-40560
<a href="#">107</a>	<a href="#">Calculation of registration fee</a>	X			

+ Management contract or compensatory plan or arrangement.

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### Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Winston-Salem, State of North Carolina, on March 18, 2026.

#### **PROKIDNEY CORP.**

By: /s/ Bruce Culleton, M.D.

Bruce Culleton, M.D.  
Chief Executive Officer

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Bruce Culleton, M.D. and James Coulston, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement, 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 and necessary 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 attorney-in-fact and agent, 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, this registration statement has been signed by the following persons in the capacities and on the dated indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/Bruce Culleton, M.D.</u> Bruce Culleton, M.D.	Chief Executive Officer and Director (Principal Executive Officer)	March 18, 2026
<u>/s/James Coulston, CPA</u> James Coulston, CPA	Chief Financial Officer (Principal Financial and Accounting Officer)	March 18, 2026
<u>/s/Pablo Legorreta</u> Pablo Legorreta	Chairman	March 18, 2026
<u>/s/William F. Doyle</u> William F. Doyle	Director	March 18, 2026
<u>/s/Jennifer Fox</u> Jennifer Fox	Director	March 18, 2026
<u>/s/José Ignacio Jimenez Santos</u> José Ignacio Jimenez Santos	Director	March 18, 2026
<u>/s/Alan M. Lotvin, M.D.</u> Alan M. Lotvin, M.D.	Director	March 18, 2026
<u>/s/Brian J.G. Pereira, M.D.</u> Brian J.G. Pereira, M.D.	Director	March 18, 2026
<u>/s/Uma Sinha, Ph.D.</u> Uma Sinha, Ph.D.	Director	March 18, 2026

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One Financial Center  
Boston, MA 02111  
617 542 6000  
mintz.com

March 18, 2026

ProKidney Corp.  
2000 Frontis Plaza Blvd., Ste 250  
Winston-Salem, NC 27103

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as legal counsel to ProKidney Corp., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement"), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 15,053,502 additional shares (the "Shares") of the Company's Class A common stock, par value \$0.0001 per share (the "Common Stock"), that may be issued pursuant to the Company's 2022 Incentive Equity Plan (the "Plan"). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company's Certificate of Incorporation and By-laws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, 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 copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

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. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

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BOSTON LOS ANGELES MIAMI NEW YORK SAN DIEGO SAN FRANCISCO TORONTO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

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We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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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 ProKidney Corp. 2022 Incentive Equity Plan of our report dated March 18, 2026, with respect to the consolidated financial statements of ProKidney Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia

March 18, 2026

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## Calculation of Filing Fee Table

Form S-8  
(Form Type)

ProKidney Corp.  
(Exact Name of Registrant as Specified in its Charter)

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
Equity	Class A Common Stock, \$0.0001 par value	457(c) and 457(h)	15,053,502 (1)	\$2.215	\$33,343,506.93 (2)	\$0.00013810	\$4,604.74
<b>Total Offering Amounts</b>					<u>\$33,343,506.93</u>		<u>\$4,604.74</u>
<b>Total Fees Previously Paid</b>							--
<b>Total Fee Offsets</b>							--
<b>Net Fee Due</b>							<u>\$4,604.74</u>

- (1) The number of shares of Class A common stock, par value \$0.0001 per share (the “Common Stock”) stated above consists of additional shares of Common Stock available for issuance under the ProKidney Corp. 2022 Equity Incentive Plan (the “2022 Plan”) by operation of the 2022 Plan’s “evergreen” provision. The maximum number of shares registered hereunder which may be sold pursuant to the 2022 Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the 2022 Plan. Accordingly, pursuant to Rule 416 under the Securities Act, this registration statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.
- (2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act on the basis of the average of the high and low sale prices per share of Class A common stock on The Nasdaq Capital Market as of March 16, 2026, a date within five business days prior to filing this Registration Statement.

