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

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**Amendment No. 1 to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Tectonic Therapeutic, Inc.**  
(Exact name of registrant as specified in its charter)

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

**83-0710585**  
(I.R.S. Employer  
Identification No.)

**490 Arsenal Way  
Suite 200  
Watertown, MA**  
(Address of Principal Executive Offices)

**02472**  
(Zip Code)

**2024 Equity Incentive Plan  
2024 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Daniel Lochner  
Chief Financial Officer  
490 Arsenal Way  
Suite 200  
Watertown, MA 02472  
(339) 666-3320**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Divakar S. Gupta  
Brandon Fenn  
Minkyu Park  
Cooley LLP  
55 Hudson Yards  
New York, New York 10001  
(212) 479-6000**

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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.

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## EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement is being filed solely for the purpose of including an updated consent of Deloitte & Touche LLP as Exhibit 23.1 in order to update the date of the consent from February 27, 2026, to February 26, 2026, and to update the audit report date referenced therein from February 27, 2026, to February 26, 2026. No changes have been made to the prospectus constituting Part I of the Registration Statement, and, therefore, it has been omitted. Accordingly, the Amendment consists solely of the facing page, this explanatory note, Part II of the Registration Statement, the signatures, the index to exhibits and the filed exhibits and is not intended to amend or delete any part of the Registration Statement except as specifically noted herein.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

(a) Annual Report on Form 10-K for the fiscal year ended [December 31, 2025](#), filed with the Commission on February 26, 2026;

(b) Current Report on Form 8-K, which was filed with the Commission on [February 24, 2026](#) (except that, with respect to the foregoing Current Report, any portions thereof which are furnished and not filed shall not be deemed incorporated by reference); and

(b) the description of the Registrant's common stock in the Registrant's registration statement on [Form 8-A](#) filed with the Commission on June 11, 2018, including any amendments or reports filed for the purpose of updating such description, including as [Exhibit 4.1](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (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, after the date of this Registration Statement and 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 into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

**ITEM 8. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
4.1*	<a href="#">Fourth Amended and Restated Certificate of Incorporation, as amended through June 20, 2024 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38537), filed with the Commission on August 14, 2024).</a>
4.2*	<a href="#">Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the Commission on June 25, 2018).</a>
5.1*	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm of Tectonic Therapeutic, Inc.</a>
23.2*	<a href="#">Consent of Cooley LLP. Reference is made to Exhibit 5.1.</a>

Exhibit Number	Description
24.1*	<a href="#">Power of Attorney. Reference is made to the signature page hereto.</a>
99.1*	<a href="#">Tectonic Therapeutic, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the Commission on June 20, 2024).</a>
99.2*	<a href="#">Forms of Option Grant Notice, Option Agreement and Notice of Exercise under Tectonic Therapeutic, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the Commission on June 20, 2024).</a>
99.3*	<a href="#">Tectonic Therapeutic, Inc. 2024 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the Commission on June 20, 2024).</a>
107*	<a href="#">Filing Fee Table.</a>

\* Previously filed.

## ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**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 Watertown, Commonwealth of Massachusetts, on March 9, 2026.

**TECTONIC THERAPEUTIC, INC.**

By /s/ Alise Reicin  
Alise Reicin  
President and Chief Executive Officer

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/ Alise Reicin</u> Alise Reicin	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 9, 2026
<u>/s/ Daniel Lochner</u> Daniel Lochner	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 9, 2026
<u>*</u> Terrance McGuire	Director	March 9, 2026
<u>*</u> Phillip B. Donenberg	Director	March 9, 2026
<u>*</u> Timothy A. Springer	Director	March 9, 2026
<u>*</u> Praveen Tipirneni	Director	March 9, 2026
<u>*</u> Stefan Vitorovic	Director	March 9, 2026

\*By: /s/ Alise Reicin  
Alise Reicin  
Attorney-in-fact

**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 February 26, 2026, relating to the financial statements of Tectonic Therapeutic, Inc., appearing in the Annual Report on Form 10-K of Tectonic Therapeutic, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
February 26, 2026