As filed with the U.S. Securities and Exchange Commission on July 13, 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

Neutron Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	81-4870517
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

444 Townsend Street, First Floor
San Francisco, California 94107
(415) 449-4139

(Address of Principal Executive Offices) (Zip Code)

Neutron Holdings, Inc. 2017 Stock Incentive Plan
(Full title of the plan)

Wayne Ting
Chief Executive Officer
Neutron Holdings, Inc.
444 Townsend Street, First Floor
San Francisco, California 94107
(415) 449-4139
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Tad J. Freese **Sarah B. Axtell** **Latham & Watkins LLP** **801 Jefferson Avenue, Suite 300** **Redwood City, California 94063** **(650) 328-4600**	**Susie Giordano** **Luke Rachlin** **Daniel Yao** **T. Mitchell Hughes** **Neutron Holdings, Inc.** **444 Townsend Street, First Floor** **San Francisco, California 94107** **(415) 449-4139**

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

Neutron Holdings, Inc. (the "Registrant") is filing this Registration Statement on Form S-8 (this "Registration Statement") with the Securities and Exchange Commission (the "SEC") for the purpose of registering an additional 3,058,624 shares of common stock, par value $0.0001 per share ("common stock"), issuable upon exercise of outstanding stock options pursuant to the Registrant's 2017 Stock Incentive Plan, as amended (the "2017 Plan") and an additional 1,506,587 shares of common stock issuable upon vesting and settlement of outstanding restricted stock units pursuant to the 2017 Plan, and for which the Registrant's Registration Statement on Form S-8 (File No. 333-297181, as amended by Post-Effective Amendment No. 1) relating to the same employee benefit plan is effective.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statement on Form S-8 (File No. 333-297181, as amended by Post-Effective Amendment No. 1) filed with the SEC relating to the 2017 Plan are incorporated herein by reference.

Item 8. Exhibits.

			Incorporated by Reference		
Exhibit Number	**Exhibit Description**	**Form**	**File Number**	**Exhibit**	**Filing Date**
4.1	Amended and Restated Certificate of Incorporation of Neutron Holdings, Inc.	8-K	001-43374	3.1	July 6, 2026
4.2	Amended and Restated Bylaws of Neutron Holdings, Inc.	8-K	001-43374	3.2	July 6, 2026
4.3	Form of Common Stock Certificate	S-1/A	333-295679	4.1	June 22, 2026
5.1*	Opinion of Latham & Watkins LLP				
23.1*	Consent of Latham & Watkins LLP (included in Exhibit 5.1)				
23.2*	Consent of KPMG LLP, Independent Registered Public Accounting Firm				
24.1*	Power of Attorney (included on the signature page to this Registration Statement)				
99.1#	Neutron Holdings, Inc. 2017 Stock Incentive Plan, as amended, and forms of agreement thereunder	S-1	333-295679	10.1	May 8, 2026
107*	Filing Fee Table				

* Filed herewith.
\# Indicates management contract or compensatory plan.

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 San Francisco, State of California, on this 13th day of July, 2026.

NEUTRON HOLDINGS, INC.

By:	/s/ Wayne Ting
Name:	Wayne Ting
Title:	Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Wayne Ting, Ann Gugino, and Susie Giordano, each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place, or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, 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 connection therewith, 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 any of them, or his, her, or their 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 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Wayne Ting Wayne Ting	Chief Executive Officer and Director (Principal Executive Officer)	July 13, 2026
/s/ Ann Gugino Ann Gugino	Chief Financial Officer (Principal Financial Officer)	July 13, 2026
/s/ Michael Ryan Michael Ryan	Chief Accounting Officer (Principal Accounting Officer)	July 13, 2026
/s/ Zhoujia Brad Bao Zhoujia Brad Bao	Director	July 13, 2026
/s/ Elizabeth Hamren Elizabeth Hamren	Director	July 13, 2026
/s/ Andrew Macdonald Andrew Macdonald	Director	July 13, 2026
/s/ Brandon Pedersen Brandon Pedersen	Director	July 13, 2026
/s/ James Rowan James Rowan	Director	July 13, 2026
/s/ Sarah Smith Sarah Smith	Director	July 13, 2026

Calculation of Filing Fee Tables

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Neutron Holdings, 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 issuable upon the exercise of outstanding stock options under the Registrant"s 2017 Stock Incentive Plan (as amended, the "2017 Plan")	Other	3,058,624	$ 9.3017	$ 28,450,402.86	0.0001381	$ 3,929.00
2	Equity	Common stock issuable upon vesting and settlement of outstanding restricted stock units under the 2017 Plan	Other	1,506,587	$ 24.53	$ 36,956,579.11	0.0001381	$ 5,103.70
				Total Offering Amounts:		$ 65,406,981.97		$ 9,032.70
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 9,032.70

Offering Note

1

(a) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (this "Registration Statement") shall also cover any additional shares of common stock, par value $0.0001 per share ("common stock"), of Neutron Holdings, Inc. (the "Registrant"), that become issuable under the above-named plan, by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of common stock.

(b) Represents shares of common stock issuable upon the exercise of outstanding stock options under the 2017 Plan as of the date of this Registrant Statement.

(c) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on $9.3107 per share, which is the weighted-average exercise price of the outstanding stock options under the 2017 Plan as of the date of this Registrant Statement.

2

See note 1(a).

(a) Represents shares of common stock issuable upon the vesting and settlement of outstanding restricted stock unit awards under the 2017 Plan as of the date of this Registrant Statement.

(b) Pursuant to Rules 457(c) and 457(h) of the Securities Act, and solely for the purposes of calculating the amount of the registration fee, the proposed maximum offering price is based on the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Select Market on July 6, 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											

Exhibit 5.1

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Redwood City, California 94063
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LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
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Dubai	Riyadh
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

July 13, 2026

Neutron Holdings, Inc.
444 Townsend Street, First Floor
San Francisco, California 94107

Re: Registration Statement on Form S-8

To the addressee set forth above:

We have acted as special counsel to Neutron Holdings, Inc., a Delaware corporation (the "***Company***"), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the "***Commission***") of a Registration Statement (the "***Registration Statement***") on Form S-8 under the Securities Act of 1933, as amended (the "***Act***"), relating to the issuance of up to 4,565,211 shares (the "***Shares***") of common stock, $0.0001 par value per share (the "***Common Stock***"), which may be issued pursuant to the Company's 2017 Stock Incentive Plan (as amended, the "***2017 Plan***"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "***DGCL***"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the 2017 Plan, assuming that the individual issuances, grants or awards under the 2017 Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2017 Plan (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 19, 2026, except for Note 17, as to which the date is May 7, 2026, and the reverse stock splits described in Note 1 and the subsequent events described in Note 18, as to which the date is June 22, 2026, with respect to the consolidated financial statements of Neutron Holdings, Inc., incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
July 13, 2026