

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SIDUS SPACE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

46-0628183

(I.R.S. Employer
Identification No.)

**150 N. Sykes Creek Parkway, Suite 200
Merritt Island, FL 32953**
(Address of Principal Executive Offices) (Zip Code)

Sidus Space, Inc. Omnibus Equity Incentive Plan
(Full title of the plan)

**Carol Craig
Chief Executive Officer
Sidus Space, Inc.
150 N. Sykes Creek Parkway, Suite 200
Merritt Island, FL 32953**
(Name and address of agent for service)

(321) 613-5620
(Telephone number, including area code, of agent for service)

With a copy to:

**Jeffrey J. Fessler, Esq.
Sean F. Reid, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10012
Telephone: (212) 653-8700
Facsimile: (212) 653-8701**

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

This Registration Statement is being filed for the purpose of registering an additional 4,000,000 shares of Class A common stock that were reserved for issuance under the Sidus Space, Inc. 2021 Omnibus Equity Incentive Plan (the “2021 Plan”). On March 2, 2022, the Registrant filed with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-8 (SEC File No. 333-263227) (the “March 2022 Registration Statement”), registering 1,250,000 shares of Class A common stock issuable under the Sidus Space, Inc. 2021 Omnibus Equity Incentive Plan (the “2021 Plan”), which amount was reduced to 12,500 shares as a result of the Registrant’s reverse stock split in December 2023. On June 25, 2024, the Registrant’s stockholders approved an amendment to the 2021 Plan to increase the number of shares of Class A common stock reserved and available for awards thereunder from 12,500 to 800,000. On November 29, 2024, the Registrant filed with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-8 (SEC File No. 333-263227) (the “November 2024 Registration Statement” and together with the March 2022 Registration Statement, the “Prior Registration Statements”), registering an additional 787,500 shares of Class A common stock issuable under the 2021 Plan. On June 18, 2026, the Registrant’s stockholders approved an amendment to the 2021 Plan to increase the number of shares of Class A common stock reserved and available for awards thereunder from 800,000 to 4,800,000. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Company with the Securities and Exchange Commission (“SEC”) pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed with the SEC on April 1, 2026;
- The Company’s Quarterly Reports on Form 10-Q for the quarter ended [March 31, 2026](#) filed with the SEC on May 15, 2026;
- The Company’s Current Reports on Form 8-K filed with the SEC on [January 5, 2026](#), [February 26, 2026](#), [April 20, 2026](#), [May 28, 2026](#), and [June 22, 2026](#);
- The Company’s definitive proxy statement on [Schedule 14A](#) filed with the SEC on April 28, 2026;
- The description of our Class A common stock contained in our Registration Statement on [Form 8-A12b](#) filed with the SEC on December 10, 2021, and any amendments or reports filed updating such description; and
- All other reports and documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 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) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that 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 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 purposes of this Registration Statement to the extent that a statement herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such 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.

See the attached Exhibit Index on the page immediately following the signature pages hereto, which is incorporated herein by reference.

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 Merritt Island, State of Florida, on the 23rd day of July 2026.

Sidus Space, Inc.

By: /s/ Carol Craig

Carol Craig
Chief Executive Officer and Chairwoman
(Principal Executive Officer)

POWER OF ATTORNEY

We, the undersigned officers and directors of Sidus Space, Inc., hereby severally constitute and appoint Carol Craig, our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for us and in our stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating 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 attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary or advisable to be done in 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 attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

WITNESS our hands and common seal on the dates set forth below.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Carol Craig</u> Carol Craig	Chief Executive Officer & Chairwomen (Principal Executive Officer)	July 23, 2026
<u>/s/ John Burke</u> John Burke	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	July 23, 2026
<u>/s/ Leonardo Riera</u> Leonardo Riera	Director	July 23, 2026
<u>/s/ Jeffrey Shuman</u> Jeffrey Shuman	Director	July 23, 2026
<u>/s/ Lavanson C. "LC" Coffey III</u> Lavanson C. "LC" Coffey III	Director	July 23, 2026
<u>Tiffany Norwood</u>	Director	July 23, 2026
<u>/s/ Kelle Wendling</u> Kelle Wendling	Director	July 23, 2026

EXHIBIT INDEX

Exhibit Number	Description
4.1	Specimen Stock Certificate evidencing the shares of common stock (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Amendment No. 1 to Form S-1 filed with the SEC on December 3, 2021).
5.1	Opinion of Sheppard, Mullin, Richter & Hampton LLP
10.1	Sidus Space, Inc. 2021 Omnibus Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Amendment No. 1 to Form S-1 filed with the SEC on December 3, 2021)
23.1	Consent of Fruci & Associates II, PLLC
23.2	Consent of Sheppard, Mullin, Richter & Hampton LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)
107	Filing Fee Table



Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, New York 10112-0015
212.653.8700 main
212.653.8701 fax
www.sheppard.com

July 23, 2026

VIA ELECTRONIC MAIL

Sidus Space, Inc.
150 N. Sykes Creek Parkway, Suite 200
Merritt Island, FL 32953

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Sidus Space, Inc., a Delaware corporation (the “Company”), of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), with the U.S. Securities and Exchange Commission (the “Commission”), covering 4,000,000 shares (the “Shares”) of the Company’s Class A common stock, par value \$0.0001 per share (the “Common Stock”), which may be issued pursuant to the Company’s 2021 Omnibus Equity Incentive Plan, as amended (the “Plan”).

This opinion (this “Opinion”) is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this Opinion, we have reviewed and relied upon the Registration Statement, the Company’s Amended and Restated Certificate of Incorporation, as in effect on the date hereof (the “Certificate of Incorporation”), the Company’s Amended and Restated Bylaws, as in effect on the date hereof (the “Bylaws” and together with the Certificate of Incorporation, the “Charter Documents”), the proceedings taken by the Company with respect to the authorization and adoption of the Plan, resolutions adopted by the board of directors of the Company, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this Opinion.

With respect to the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to the original of all documents submitted to us as certified or reproduced copies. We have also assumed that the Shares will be uncertificated in accordance with Section 158 of the Delaware General Corporation Law, and the transfer agent therefor will register the purchaser thereof as the registered owner of any uncertificated Shares on its stock transfer books and records. We have further assumed that (a) shares of Common Stock currently reserved for issuance under the Plan will remain available for the issuance of the Shares, and (b) neither the Company’s Charter Documents nor any of the proceedings relating to either the Plan or any of the award agreements relating to the Shares will be rescinded, amended or otherwise modified prior to the issuance of the Shares. We have also obtained from public officials and officers of the Company certificates or comparable documents as to certain factual matters and, insofar as this Opinion is based on matters of fact, we have relied on such certificates and comparable documents without independent investigation. We have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and against proper payment and consideration thereof and pursuant to the agreements that accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are included in 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.

We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law and reported decisions of the Delaware courts interpreting such law.

This Opinion is rendered as of the date first written above, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, the Plan, the award agreements related to the Shares, or the Registration Statement.

Respectfully Submitted,

/s/ Sheppard, Mullin, Richter & Hampton LLP
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP



CONSENT OF INDEPENDENT REGISTERED ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement to Form S-8 of our audit report dated March 31, 2026, with respect to the consolidated balance sheets of Sidus Space, Inc. as of December 31, 2025 and 2024, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2025.

Fruci & Associates II, PLLC

Fruci & Associates II, PLLC – PCAOB ID #05525
Spokane, Washington
July 22, 2026

Sidus Space Inc.

	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	Class A Common Stock, \$0.0001 par value	Other	4,000,000	\$ 1.81	\$ 7,240,000.00	0.0001381	\$ 999.84
Total Offering Amounts:						\$ 7,240,000.00		\$ 999.84
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 999.84

1

(3) Represents 4,000,000 additional shares of Common Stock available for issuance under the 2021 Plan. On June 18, 2026, at the Registrant's 2026 annual meeting of shareholders, the shareholders of the Registrant approved an increase in the number of shares reserved under the 2021 Plan to 4,800,000 shares.

☒ Not Applicable[illegible]