

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

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

FREENOME, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

98-1783595

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

**Genesis Marina, 3300 Marina Blvd
Brisbane, CA 94005
(650) 446-6630**

(Address of Principal Executive Offices, Zip Code)

**FREENOME, INC. 2026 EQUITY INCENTIVE PLAN
FREENOME, INC. 2026 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)**

**Aaron Elliott
Chief Executive Officer
Genesis Marina, 3300 Marina Blvd
Brisbane, CA 94005
(650) 446-6630**

(Name and address of agent for service; Telephone number, including area code, of agent for service)

**Copies to:
Jocelyn M. Arel
Sarah Ashfaq
Justin Anslow
Katherine Hand
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
Telephone: (617) 570-1000**

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

On July 20, 2026 (the “Closing Date”), Freenome, Inc. (previously named Perceptive Capital Solutions Corp, the “Registrant”) consummated a business combination pursuant to the terms of the business combination agreement, dated December 5, 2025 and amended on July 20, 2026 (as amended, the “Business Combination Agreement”), with StarNet Merger Sub I, Corp. (“Merger Sub I”), StarNet Merger Sub II, LLC (“Merger Sub II”), and Freenome Holdings, Inc. (“Legacy Freenome”).

Pursuant to the terms of the Business Combination Agreement, among other things, the following occurred: (1) the domestication of Perceptive Capital Solutions Corp (“PCSC”) as a Delaware corporation, in which PCSC de-registered from the Register of Companies in the Cayman Islands and transferred by way of continuation out of the Cayman Islands and into the State of Delaware so as to migrate to and domesticate as a Delaware corporation in accordance with PCSC’s amended and restated memorandum and articles of association (the “PCSC Articles”), Section 388 of the Delaware General Corporation Law (the “DGCL”) and Part XII of the Companies Act (As Revised) of the Cayman Islands (the “Cayman Companies Act”) (the “Domestication”); (2) the merger of Merger Sub I with and into Legacy Freenome with Legacy Freenome surviving the merger as a wholly-owned subsidiary of PCSC (the “First Merger”), in accordance with the Business Combination Agreement and DGCL; (3) Legacy Freenome, as the surviving corporation of the First Merger, merged with and into Merger Sub II (the “Second Merger,” and together with the First Merger, the “Mergers”), with Merger Sub II continuing as the surviving company in the Second Merger, in accordance with the Business Combination Agreement and DGCL; and (4) the consummation of the other transactions contemplated by the Business Combination Agreement and documents related thereto (such transactions, together with the Domestication and the Mergers, the “Business Combination”).

In connection with the Business Combination, each outstanding and unexercised option to purchase shares of Legacy Freenome common stock (each, a “Legacy Freenome Option”) under the Freenome Holdings, Inc. 2016 Stock Incentive Plan, as amended (the “2016 Plan”) was cancelled and exchanged for an option of the Registrant (each, a “Registrant Option”) under the Freenome, Inc. 2026 Equity Incentive Plan (the “2026 Plan”) exercisable for the number of shares of the Registrant’s common stock, par value \$0.0001 per share (“Common Stock”) equal to approximately 0.282895 multiplied by the number of shares of Legacy Freenome common stock subject to the Legacy Freenome Option as of immediately prior to the effective time of the Business Combination, rounded down to the nearest whole share. Additionally, each unvested, outstanding restricted stock unit award with respect to Legacy Freenome common stock (each, a “Legacy Freenome RSU”) under the 2016 Plan was cancelled and exchanged for a restricted stock unit award of the Registrant (each, a “Registrant RSU”) under the 2026 Plan relating to the number of shares of Common Stock set forth on an allocation schedule. Following the Closing Date, Legacy Freenome did not grant any further awards under the 2016 Plan.

Accordingly, this Registration Statement registers (i) 2,466,114 shares of Common Stock reserved and available for future issuance under the 2026 Plan, which are the shares of Common Stock reserved as the Initial Limit (as defined under the 2026 Plan) excluding the (a) 8,272,601 shares of Common Stock reserved with respect to the Legacy Freenome Options and (b) 4,034,512 shares of Common Stock reserved with respect to the Legacy Freenome RSUs; (ii) 8,272,601 shares of Common Stock issuable with respect to the vested Legacy Freenome Options that were cancelled and exchanged for Registrant Options under the 2026 Plan; and (iii) 2,462,204 shares of Common Stock reserved and available for future issuance under the Freenome, Inc. 2026 Employee Stock Purchase Plan.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in this Item 1 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement on Form S-8 (this “Registration Statement”) or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

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 filed with the Commission:

- (a) The Registrant’s prospectus, dated [June 17, 2026](#), filed with the Commission pursuant to Rule 424(b)(4) of the Securities Act on June 17, 2026 and supplemented on [July 9, 2026](#), relating to the Registrant’s Registration Statement on Form S-4, as amended (File No. 333-295377), which contains the audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed (the “424(b)(4) Prospectus”);
- (b) Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2026](#) and [June 30, 2026](#) filed with the Commission on May 13, 2026 and July 15, 2026, respectively;
- (c) Current Reports on Form 8-K filed with the Commission on [June 10, 2026](#), [July 9, 2026](#), [July 15, 2026](#), [July 24, 2026](#) and amended [August 13, 2026](#) (excluding information furnished pursuant to Item 7.01 or corresponding information furnished under Item 9.01 or included as an exhibit), and [July 27, 2026](#) (excluding information furnished pursuant to Item 7.01 or corresponding information furnished under Item 9.01 or included as an exhibit); and
- (d) The description of the Common Stock contained in the [424\(b\)\(4\) Prospectus](#) and any other amendment or report filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all of the shares of Common Stock offered have been sold or that deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded 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 such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made with respect to any claim, issue or matter as to which he or she shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or other adjudicating court shall deem proper.

Section 145(g) of the DGCL provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the DGCL.

Our Charter provides that no director or officer of ours shall be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duty as a director or officer, except for liability (a) for any breach of such person's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which such person derived an improper personal benefit. In addition, our Charter provides that if the DGCL is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of ours shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Our Charter further provides that any repeal or modification of such article by its stockholders or amendment to the DGCL will not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a director or officer, as applicable, serving at the time of such repeal or modification.

Our Bylaws provide, in general, that we will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that he or she is or was the Company's director or officer, or is or was serving at our request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture or other enterprise (all such persons being referred to as an Indemnitee), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Our Bylaws also provides that we will advance expenses to such officer or director indemnified in connection with a legal proceeding, subject to limited exceptions.

We have entered into indemnification agreements with each of our directors and executive officers. These agreements provide that we will indemnify each of our directors and such officers to the fullest extent permitted by law and our Charter and our Bylaws.

We also maintain a general liability insurance policy, which will cover certain liabilities of directors and officers of ours arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
4.1	Freenome, Inc. Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on July 24, 2026).
4.2	Freenome, Inc. Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on July 24, 2026).
5.1*	Opinion of Goodwin Procter LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of WithumSmith+Brown, PC, former independent registered public accounting firm.
23.3*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	Freenome, Inc. 2026 Equity Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.15 to the Registrant’s Current Report on Form 8-K filed on July 24, 2026).
99.2	Freenome, Inc. 2026 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.16 to the Registrant’s Current Report on Form 8-K filed on July 24, 2026).
107*	Filing Fee table.

* Filed herewith.

Item 9. Undertakings.

- (a) The 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.
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(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 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) herein do not apply if 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 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the Registration Statement.

(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 therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) 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, 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 Brisbane, California, on this 23rd day of September, 2026.

FREENOME, INC.

By: /s/ Aaron Elliott

Name: Aaron Elliott, Ph.D.

Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Aaron Elliott and Linh H. Le, as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission granting unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, 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 date indicated.

NAME	TITLE	DATE
<u>/s/ Aaron Elliott</u> Aaron Elliott, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	September 23, 2026
<u>/s/ Linh H. Le</u> Linh H. Le	Chief Financial Officer (Principal Financial and Principal Accounting Officer)	September 23, 2026
<u>/s/ Ann Costello</u> Ann Costello	Director	September 23, 2026
<u>/s/ Carole Nuechterlein</u> Carole Nuechterlein	Director	September 23, 2026
<u>/s/ Deepika Pakianathan</u> Deepika Pakianathan	Director	September 23, 2026
<u>/s/ Randal Scott</u> Randal Scott	Director	September 23, 2026
<u>/s/ Peter Kolchinsky</u> Peter Kolchinsky	Director	September 23, 2026
<u>/s/ Douglas VanOort</u> Douglas VanOort	Director	September 23, 2026

September 23, 2026

Freenome, Inc.
3300 Marina Boulevard
Brisbane, CA 94005

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), on or about the date hereof relating to an aggregate of 13,200,919 shares (the “Shares”) of Common Stock, par value \$0.0001 per share (“Common Stock”), of Freenome, Inc., a Delaware corporation (the “Company”), that may be issued pursuant to the Freenome, Inc. 2026 Equity Incentive Plan and the Freenome, 2026 Employee Stock Purchase Plan (collectively, the “Plans”).

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company’s certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 *Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Freenome, Inc. 2026 Equity Incentive Plan and the Freenome, Inc. 2026 Employee Stock Purchase Plan, of our report dated March 30, 2026, with respect to the consolidated financial statements of Freenome Holdings, Inc. included in the Registration Statement (Form S-4 No. 333-295377) of Freenome, Inc. (successor to Perceptive Capital Solutions Corp) and the related proxy/prospectus of Perceptive Capital Solutions Corp and Freenome Holdings, Inc. filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California

September 23, 2026

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 March 12, 2026 which includes an explanatory paragraph relating to Perceptive Capital Solutions Corp's ability to continue as a going concern, relating to the consolidated financial statements of Perceptive Capital Solutions Corp as of December 31, 2025 and 2024 and for the year ended December 31, 2025 and for the period from March 22, 2024 (inception) through December 31, 2024.

/s/ WithumSmith+Brown, PC

New York, New York
September 23, 2026

[illegible]

