As filed with the Securities and Exchange Commission on August 13, 2026

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

MiNK Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**82-2142067** (I.R.S. Employer Identification No.)

149 Fifth Avenue, Suite 500,
New York, NY 10010
(Address of Principal Executive Offices) (Zip Code)

MiNK Therapeutics, Inc. 2021 Equity Incentive Plan
MiNK Therapeutics, Inc. 2021 Employee Stock Purchase Plan
(Full titles of the plans)

Jennifer S. Buell, Ph.D.
President, Chief Executive Officer and Director
MiNK Therapeutics, Inc.
149 Fifth Avenue, Suite 500
New York, NY 10010
(Name and address of agent for service)

(212) 994-8250
(Telephone number, including area code, of agent for service)

Please send a copy of all communications to:

Wesley Holmes, Esq.
Latham & Watkins LLP
200 Clarendon Street
Boston, MA 02116
(617) 948-6060

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 on Form S-8 (the "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") for the purpose of registering (i) an additional 188,249 shares of common stock, par value $0.00001 per share (the "Common Stock"), of MiNK Therapeutics, Inc. (the "Registrant") that have been automatically added to the number of shares of Common Stock authorized for issuance under the 2021 Equity Incentive Plan (the "2021 EIP"), and (ii) an additional 47,062 shares of Common Stock that have been automatically added to the number of shares of Common Stock authorized for issuance under the 2021 Employee Stock Purchase Plan of the Registrant (the "ESPP"), in each case pursuant to an "evergreen" provision, which allows for an annual increase in the number of shares of the Registrant's common stock authorized for issuance thereunder. The additional shares registered pursuant to the 2021 EIP and the ESPP are of the same class as other securities relating to the 2021 EIP and the ESPP for which a Registration Statement on Form S-8 (File Nos. 333-289606, 333-281519, 333-273906 and 333-266170, filed with the Commission on August 14, 2025, August 13, 2024, August 11, 2023 and July 15, 2022 by the Registrant, respectively, relating to the 2021 EIP and the ESPP), is effective.

This filing does not relate to a capital-raising transaction, a public offering, or current issuance of any shares. Any shares covered by this Registration Statement may be delivered only in connection with awards or purchases made under these plans in accordance with their terms.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the above-referenced prior registration statements on Form S-8 and any amendments thereto, to the extent not modified or superseded hereby or by any subsequently filed document (File Nos. 333-289606, 333-281519, 333-273906 and 333-266170).

Item 8. Exhibits.

Exhibit	
4.1	Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 20, 2021 and incorporated herein by reference).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 21, 2025 and incorporated herein by reference).
4.3	Amended and Restated Bylaws (previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on October 20, 2021 and incorporated herein by reference).
4.4	MiNK Therapeutics, Inc. 2021 Equity Incentive Plan (previously filed as Exhibit 10.6 to the registration statement on Form S-1/A filed on October 12, 2021 (File No. 333-259503) and incorporated herein by reference).
4.5	MiNK Therapeutics, Inc. 2021 Employee Stock Purchase Plan (previously filed as Exhibit 10.7 to the registration statement on Form S-1/A filed on October 12, 2021 (File No. 333-259503) and incorporated herein by reference).
5.1	Opinion of Latham & Watkins LLP, counsel to the Registrant*
23.1	Consent of KPMG LLP*
23.2	Consent of Latham & Watkins LLP (included in the opinion filed as Exhibit 5.1)*
24.1	Powers of Attorney (included on the signature page in Part II)*
107	Filing Fee Table*

* Filed herewith.

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 New York, NY, on this 13 day of August, 2026.

MINK THERAPEUTICS, INC.

By: /s/ Jennifer S. Buell, Ph.D.

Name: Jennifer S. Buell, Ph.D.
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jennifer S. Buell, Ph.D. and Melissa Orilall, and each of them singly, with full power to act without the other, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 and any and all amendments (including 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 full power and authority 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 attorneys-in-fact and agents, and each of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

* * * *

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	**Title**	**Date**
/s/ Jennifer S. Buell, Ph.D. Jennifer S. Buell, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2026
/s/ Melissa Orilall Melissa Orilall	Principal Financial Officer and Controller	August 13, 2026
/s/ Garo H. Armen, Ph.D. Garo H. Armen, Ph.D.	Chairman of the Board of Directors	August 13, 2026
/s/ Peter Behner Peter Behner	Director	August 13, 2026
/s/ Brian Corvese Brian Corvese	Director	August 13, 2026
/s/ John Holcomb, M.D. John Holcomb, M.D.	Director	August 13, 2026
/s/ Barbara Ryan Barbara Ryan	Director	August 13, 2026
/s/ Ulf Wiinberg Ulf Wiinberg	Director	August 13, 2026

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LATHAM & WATKINS LLP

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Los Angeles	Tokyo
Madrid	Washington, D.C.

August 13, 2026

MiNK Therapeutics, Inc.
149 Fifth Avenue, Suite 500
New York, NY 10010

Re: <u>Registration Statement on Form S-8; 235,311 shares of MiNK Therapeutics, Inc. Common Stock, $0.00001 par value per share</u>

To the addressee set forth above:

We have acted as special counsel to MiNK Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), relating to the issuance by the Company of up to an aggregate of 235,311 shares of common stock of the Company, $0.00001 par value per share (the "Shares"), issuable under the MiNK Therapeutics, Inc. 2021 Equity Incentive Plan (the "2021 Plan") and the MiNK Therapeutics, Inc. 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the "Plans"). 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 the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance 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 recipients, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards 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 nonassessable. 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

Exhibit 23.1

KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 31, 2026, with respect to the consolidated financial statements of MiNK Therapeutics, Inc. and subsidiaries, incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts
August 13, 2026

Calculation of Filing Fee Tables

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MiNK Therapeutics, 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, $0.00001 par value per share	Other	188,249	$ 11.25	$ 2,117,801.25	0.0001381	$ 292.47
2	Equity	Common stock, $0.00001 par value per share	Other	47,062	$ 11.25	$ 529,447.50	0.0001381	$ 73.12
				Total Offering Amounts:		$ 2,647,248.75		$ 365.59
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 365.59

Offering Note

1 (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of MiNK Therapeutics, Inc.'s (the "Registrant's") common stock, par value $0.00001 per share ("Common Stock"), as may be issued to prevent dilution from stock splits, stock dividends and similar transactions. (2) Consists of 188,249 shares of the Registrant's Common Stock that became available for issuance on January 1, 2026 under the Registrant's 2021 Equity Incentive Plan (the "2021 EIP") resulting from the annual "evergreen" increase in the number of authorized shares reserved and available for issuance under the 2021 EIP on January 1, 2026. (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h), based on the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on August 11, 2026. (4) The Registrant does not have any fee offsets.

2 (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of MiNK Therapeutics, Inc.'s (the "Registrant's") common stock, par value $0.00001 per share ("Common Stock"), as may be issued to prevent dilution from stock splits, stock dividends and similar transactions. (2) Consists of 47,062 shares of the Registrant's Common Stock that became available for issuance under the Registrant's 2021 Employee Stock Purchase Plan (the "2021 ESPP") resulting from the annual "evergreen" increase in the number of authorized shares reserved and available for issuance under the 2021 ESPP on January 1, 2026. (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h), based on the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on August 11, 2026. (4) The Registrant does not have any fee offsets.

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											