As filed with the Securities and Exchange Commission on August 5, 2026

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

Everspin Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation)**	**26-2640654** **(IRS Employer Identification No.)**

5670 W. Chandler Blvd., Suite 130
Chandler, Arizona 85226
(Address of principal executive offices, including zip code)

Everspin Technologies, Inc. Amended and Restated 2016 Equity Incentive Plan
(Full title of the plan)

William Cooper
Chief Financial Officer
Everspin Technologies, Inc.
5670 W. Chandler Blvd., Suite 130
Chandler, Arizona 85226
(480) 347-1111
(Name, address and telephone number, including area code, of agent for service)

***With a copy to*:**
Matthew Hemington
Allison Pang
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000

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

Everspin Technologies, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,800,000 shares of the Registrant’s common stock, par value $0.0001 per share (“Common Stock”), issuable to eligible persons under the Everspin Technologies, Inc. Amended and Restated 2016 Equity Incentive Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed on October 7, 2016 (File No. 333 - 214018), August 14, 2017 (File No. 333 - 219938), May 23, 2018 (File No. 333 - 225119), March 15, 2019 (File No. 333 - 230349), March 13, 2020 (File No. 333 - 237146), March 4, 2021 (File No. 333 - 253884), August 13, 2021 (File No. 333 - 258794), March 9, 2022 (File No. 333 - 263404), March 2, 2023 (File No. 333 - 270242), February 29, 2024 (File No. 333 - 277543), February 27, 2025 (File No. 333 - 285371) and March 4, 2026 (File No. 333-294022) (collectively, the “Prior Registration Statements”). Accordingly, pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated by reference in this registration statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “SEC”) are incorporated by reference into this registration statement:

1. The Registrant’s Annual Report on Form 10-K (the “Form 10-K”) for the year ended December 31, 2025, filed with the SEC on March 4, 2026, including the information in the Registrant’s proxy statement for its 2026 Annual Meeting of Stockholders to be filed with the SEC and specifically incorporated by reference in the Form 10-K.

2. The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, filed with the SEC on April 29, 2026.

3. The Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, filed with the SEC on August 5, 2026.

4. The Registrant’s Current Reports on Form 8-K, filed with the SEC on February 2, 2026, April 10, 2026, April 29, 2026, May 22, 2026, and July 17, 2026.

5. The description of the Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed with the SEC on September 28, 2016 (File No. 001-37900) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description, including Exhibit 4.4 to the Form 10-K.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 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) on or after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of the filing of 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 contained herein or in any subsequently filed document that also 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.

Item 8. Exhibits.

Exhibit Number	Description	Incorporation By Reference			
		Form	SEC File No.	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation.	8-K	001-37900	3.1	10/13/2016
4.1.1	Amendment to Amended and Restated Certificate of Incorporation.	8-K	001-37900	3.1	5/22/2019
4.1.2	Amendment to Amended and Restated Certificate of Incorporation.	8-K	001-37900	3.1	5/27/2020
4.1.3	Amendment to Amended and Restated Certificate of Incorporation.	8-K	001-37900	3.1	5/25/2023
4.2	Amended and Restated Bylaws.	8-K	001-37900	3.2	5/22/2019
4.3	Form of Common Stock Certificate of the registrant.	S-1	333-213569	4.1	9/09/2016
5.1*	Opinion of Cooley LLP				
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney (included on the signature page of this registration statement)				
99.1	Everspin Technologies, Inc. Amended and Restated 2016 Equity Incentive Plan	8-K	001-37900	10.1	5/22/2026
99.2	Form of Stock Option Grant Notice, Option Agreement and Form of Notice of Exercise used with the 2016 Equity Incentive Plan	S-1/A	333-213569	10.3	9/26/2016
99.3	Form of Restricted Stock Unit Award Agreement under the 2016 Equity Incentive Plan	10-Q	001-37900	10.3	11/13/2017
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 Chandler, State of Arizona, on August 5, 2026.

Everspin Technologies, Inc.

By: /s/ Sanjeev Aggarwal
Sanjeev Aggarwal
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sanjeev Aggarwal and William Cooper, and each one of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his 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 other documents in connection therewith, with the SEC, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitute or 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/ Sanjeev Aggarwal Sanjeev Aggarwal	Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2026
/s/ William Cooper William Cooper	Chief Financial Officer (Principal Financial and Accounting Officer)	August 5, 2026
/s/ Tara Long Tara Long	Lead Independent Director	August 5, 2026
/s/ Darin G. Billerbeck Darin G. Billerbeck	Director	August 5, 2026
/s/ Lawrence G. Finch Lawrence G. Finch	Director	August 5, 2026
/s/ Geoff Ribar Geoff Ribar	Director	August 5, 2026
/s/ Glen Hawk Glen Hawk	Director	August 5, 2026
/s/ Douglas Mitchell Douglas Mitchell	Director	August 5, 2026

Exhibit 107

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Everspin Technologies, Inc.
(Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Other	1,800,000	$13.53	$24,354,000	0.00013810	$3,363.29
Total Offering Amounts				—	$24,354,000	—	$3,363.29
Total Fees Previously Paid				—	—	—	—
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	$3,363.29

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant’s Common Stock. The amount registered represents 1,800,000 shares of Common Stock that were reserved for issuance pursuant to the Registrant’s Amended and Restated 2016 Equity Incentive Plan. The proposed maximum offer price is estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of $13.53 per share, the average of the high and low prices of the Registrant’s Common Stock on July 29, 2026, as reported on The Nasdaq Global Market.

Exhibit 5.1

Allison Pang
+1 650 843 5315
apang@cooley.com

August 5, 2026

Everspin Technologies, Inc.
5670 W. Chandler Blvd.
Suite 130
Chandler, AZ 85226

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Everspin Technologies, Inc., a Delaware corporation (the "***Company***"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "***Registration Statement***") with the Securities and Exchange Commission (the "***Commission***") covering the offering of up to 1,800,000 shares (the "***Shares***") of the Company's common stock, par value $0.0001 per share, issuable pursuant to the Company's Amended and Restated 2016 Equity Incentive Plan (the "***Plan***").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Plan, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) such other records, documents, opinions, certificates, memoranda, and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Allison Pang

Allison Pang

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Everspin Technologies, Inc. Amended and Restated 2016 Equity Incentive Plan of our report dated March 4, 2026, with respect to the financial statements of Everspin Technologies, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Phoenix, Arizona
August 5, 2026