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

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

Daré Bioscience, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4139823
(I.R.S. employer
identification number)

3655 Nobel Drive, Suite 260, San Diego, CA
(Address of principal executive offices)

92122
(Zip code)

Daré Bioscience, Inc. 2022 Stock Incentive Plan
(Full title of the plan)

Sabrina Martucci Johnson
President and Chief Executive Officer
Daré Bioscience, Inc.
3655 Nobel Drive, Suite 260
San Diego, CA 92122
(Name and address of agent for service)

(858) 926-7655
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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
Non-accelerated filer

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 is being filed by Daré Bioscience, Inc. (“Daré”), with the U.S. Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 1,500,000 shares of its common stock that may be issued under the Daré 2022 Stock Incentive Plan (the “Original Plan”), as amended by Amendment No. 1 to Daré 2022 Stock Incentive Plan (“Amendment No. 1”) and by Amendment No. 2 to Daré 2022 Stock Incentive Plan (“Amendment No. 2”; the Original Plan as amended by Amendment No. 1 and Amendment No. 2, the “2022 Plan”). At Daré’s annual meeting of stockholders held on June 11, 2026, Daré’s stockholders approved Amendment No. 2 to increase the number of shares of common stock reserved for issuance of awards under the 2022 Plan by 1,500,000.

Daré previously filed the following registration statements (collectively, the “Prior Registration Statements”) with the Commission to register the following number of shares of its common stock for issuance under the 2022 Plan: (a) a Registration Statement on Form S-8 filed on August 9, 2022 (File No. 333-266699) to register 1,349,479 shares of common stock (after giving effect to the 1-for-12 reverse stock split effected in June 2024), and (b) a Registration Statement on Form S-8 filed on August 14, 2025 (File No. 333-289607) to register 600,000 shares of common stock.

This Registration Statement registers an additional 1,500,000 shares of Daré’s common stock for issuance under the 2022 Plan, thereby increasing the total number of shares of Daré’s common stock available for issuance under the 2022 Plan to 3,449,479.

This Registration Statement relates to securities of the same class as those registered under the Prior Registration Statements and is being filed in accordance with General Instruction E to Form S-8. Pursuant to such instruction, the contents of the Prior Registration Statements related to the 2022 Plan are hereby incorporated by reference in and made part of this Registration Statement, except to the extent supplemented, superseded or modified by the specific information set forth below and/or the specific exhibits attached under Item 8 hereto, pursuant to Rule 412 under the Securities Act of 1933, as amended (the “Securities Act”).

In accordance with the instructional Note to Part I of Form S-8, the information specified by Part I of Form S-8 has been omitted from this Registration Statement for offers of common stock pursuant to the 2022 Plan. The documents containing the information specified in Part I will be delivered to the participants in the 2022 Plan as required by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed as a part of or incorporated by reference into this registration statement:

Exhibit No.	Exhibit Description	Incorporated by Reference			Filing Date	Filed Herewith
		Form	File No.	Exhibit		
5.1	Opinion of Sheppard, Mullin, Richter & Hampton, LLP					X
23.1	Consent of Haskell & White LLP					X
23.2	Consent of Sheppard, Mullin, Richter & Hampton, LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (included on the signature page of this registration statement)					X
99.1	Daré Bioscience, Inc. 2022 Stock Incentive Plan	Form 8-K	001-36395-221036998	10.1(a)	6/23/2022	
99.2	Amendment No. 1 to Daré Bioscience, Inc. 2022 Stock Incentive Plan	Form 8-K	001-36395-251113653	10.1	7/9/2025	
99.3	Amendment No. 2 to Daré Bioscience, Inc. 2022 Stock Incentive Plan	Form 8-K	001-36395-261086411	10.1	6/12/2026	
99.4	Form of Incentive Stock Option Agreement for grants under the Daré Bioscience, Inc. 2022 Stock Incentive Plan	Form 8-K	001-36395-221036998	10.1(b)	6/23/2022	
99.5	Form of Nonstatutory Stock Option Agreement for grants under the Daré Bioscience, Inc. 2022 Stock Incentive Plan	Form 8-K	001-36395-221036998	10.1(c)	6/23/2022	
107.1	Filing Fee Table					X

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 San Diego, State of California, on June 23, 2026.

Daré Bioscience, Inc.

By: /s/ Sabrina Martucci Johnson
Sabrina Martucci Johnson
Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of Daré Bioscience, Inc., constitutes and appoints Sabrina Martucci Johnson and MarDee Haring-Layton, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any one or more amendments to any part of this registration statement, including any post-effective amendments, or appendices or supplements that may be required to be filed under the Securities Act of 1933, as amended, to keep such registration statement effective or to terminate its effectiveness, with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such 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 in order to effectuate the same, as fully to all intents and purposes as he or she himself or herself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done.

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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sabrina Martucci Johnson</u> Sabrina Martucci Johnson	President, Chief Executive Officer, Secretary and Director (Principal Executive and Financial Officer)	June 23, 2026
<u>/s/ MarDee Haring-Layton</u> MarDee Haring-Layton	Chief Accounting Officer (Principal Accounting Officer)	June 23, 2026
<u>/s/ William H. Rastetter</u> William H. Rastetter, Ph.D.	Chairman of the Board	June 23, 2026
<u>/s/ Jessica D. Grossman</u> Jessica D. Grossman, M.D.	Director	June 23, 2026
<u>/s/ Susan L. Kelley</u> Susan L. Kelley, M.D.	Director	June 23, 2026
<u>/s/ Gregory W. Matz</u> Gregory W. Matz, CPA	Director	June 23, 2026
<u>/s/ Robin J. Steele</u> Robin J. Steele, J.D., L.L.M.	Director	June 23, 2026



Sheppard, Mullin, Richter & Hampton LLP
12275 El Camino Real, Suite 100
San Diego, California 92130-4092
858.720.8900 main
858.509.3691 fax
www.sheppard.com

June 23, 2026

VIA E-MAIL

Daré Bioscience, Inc.
Attn: Board of Directors
3655 Nobel Drive, Suite 260
San Diego, CA 92122

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 Daré Bioscience, 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 Securities and Exchange Commission, covering 1,500,000 shares (the "Shares") of common stock, par value \$0.0001 per share (the "Common Stock"), reserved for future issuance under the Daré Bioscience, Inc. 2022 Stock Incentive Plan, as amended (the "Plan").

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 Restated Certificate of Incorporation as in effect on the date hereof (the "Certificate of Incorporation"), the Company's Third Amended and Restated By-Laws 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 (a) the genuineness of all signatures, (b) the authenticity of all documents submitted to us as originals and (c) the conformity to 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 the Common Stock currently reserved for issuance under the Plan will remain available for the issuance of the Shares, and (b) neither the 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.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that if and when the Shares are issued and sold by the Company in accordance with the terms of the award agreements provided for under the Plan, and payment in full of the consideration therefor is received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion letter 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 Securities and Exchange Commission promulgated thereunder.

The foregoing opinion is limited to matters governed by the federal laws of the United States of America and the Delaware General Corporation Law, including the applicable provisions of the Delaware constitution. We express no opinion as to the laws of any other jurisdiction.

This opinion letter 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,

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Daré Bioscience, Inc. (the "Company") of our report dated March 26, 2026, relating to the consolidated financial statements as of December 31, 2025 and 2024, and for each of the years then ended (which includes an explanatory paragraph expressing substantial doubt regarding the Company's ability to continue as a going concern), which appears in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

/s/ Haskell & White LLP
HASKELL & WHITE LLP

Irvine, California
June 23, 2026
