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

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

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**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. ☐

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## 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 600,000 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 the Daré 2022 Stock Incentive Plan (the "Plan Amendment"; the Original Plan as amended by the Plan Amendment, the "2022 Plan"). At Daré's annual meeting of stockholders held on July 9, 2025, Daré's stockholders approved the Plan Amendment to increase the number of shares of common stock reserved for issuance of awards under the 2022 Plan by 600,000.

Daré previously filed a Registration Statement on Form S-8 with the Commission on August 9, 2022 (File No. 333-266699) (the "Prior Registration Statement") to register 1,349,479 shares of its common stock (after giving effect to the 1-for-12 reverse stock split effected in June 2024) for issuance under the Original Plan. This Registration Statement registers an additional 600,000 shares of Dare's common stock for issuance under the 2022 Plan, thereby increasing the total number of shares of Dare's common stock available for issuance under the 2022 Plan to 1,949,479.

This Registration Statement relates to securities of the same class as those registered under the Prior Registration Statement and is being filed in accordance with General Instruction E to Form S-8. Pursuant to such instruction, the contents of the Prior Registration Statement 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:

<b>Exhibit No.</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>Incorporated by Reference</b>		<b>Filing Date</b>	<b>Filed Herewith</b>
			<b>File No.</b>	<b>Exhibit</b>		
5.1	<a href="#">Opinion of Sheppard, Mullin, Richter &amp; Hampton, LLP</a>					X
23.1	<a href="#">Consent of Haskell &amp; White LLP</a>					X
23.2	<a href="#">Consent of Sheppard, Mullin, Richter &amp; Hampton, LLP (included in Exhibit 5.1)</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page of this registration statement)</a>					X
99.1	<a href="#">Daré Bioscience, Inc. 2022 Stock Incentive Plan</a>	Form 8-K	001-36395-221036998	10.1(a)	6/23/2022	
99.2	<a href="#">Amendment No. 1 to Daré Bioscience, Inc. 2022 Stock Incentive Plan</a>	Form 8-K	001-36395-251113653	10.1	7/9/2025	
99.3	<a href="#">Form of Incentive Stock Option Agreement for grants under the Daré Bioscience, Inc. 2022 Stock Incentive Plan</a>	Form 8-K	001-36395-221036998	10.1(b)	6/23/2022	
99.4	<a href="#">Form of Nonstatutory Stock Option Agreement for grants under the Daré Bioscience, Inc. 2022 Stock Incentive Plan</a>	Form 8-K	001-36395-221036998	10.1(c)	6/23/2022	
107.1	<a href="#">Filing Fee Table</a>					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 August 14, 2025.

### Daré Bioscience, Inc.

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

KNOW ALL MEN 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> <b>Sabrina Martucci Johnson</b>	President, Chief Executive Officer, Secretary and Director (Principal Executive and Financial Officer)	August 14, 2025
<u>/s/ MarDee Haring-Layton</u> <b>MarDee Haring-Layton</b>	Chief Accounting Officer (Principal Accounting Officer)	August 14, 2025
<u>/s/ William H. Rastetter</u> <b>William H. Rastetter, Ph.D.</b>	Chairman of the Board	August 14, 2025
<u>/s/ Jessica D. Grossman</u> <b>Jessica D. Grossman, M.D.</b>	Director	August 14, 2025
<u>/s/ Susan L. Kelley</u> <b>Susan L. Kelley, M.D.</b>	Director	August 14, 2025
<u>/s/ Gregory W. Matz</u> <b>Gregory W. Matz, CPA</b>	Director	August 14, 2025
<u>/s/ Robin J. Steele</u> <b>Robin J. Steele, J.D., L.L.M.</b>	Director	August 14, 2025



Sheppard, Mullin, Richter & Hampton LLP  
12275 El Camino Real, Suite 100  
San Diego, CA 92130  
www.sheppardmullin.com

August 14, 2025

**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 600,000 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, as 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.

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 31, 2025, relating to the consolidated financial statements as of December 31, 2024 and 2023 and for each of the years in the two-year period 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, 2024.

*/s/ Haskell & White LLP*  
HASKELL & WHITE LLP

Irvine, California  
August 14, 2025

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## Calculation of Filing Fee Table

Form S-8  
(Form Type)Daré Bioscience, 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 (2)	Maximum aggregate offering price	Fee rate	Amount of registration fee
Equity	Common stock, \$0.0001 par value per share	Other	600,000	\$ 1.94(3)	\$ 1,164,000	\$153.10 per \$1,000,000	\$ 178.21
<b>Total Offering Amounts</b>					\$ 1,164,000		\$ 178.21
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$ 178.21

(1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers such number of additional shares of common stock that may become issuable under the Daré Bioscience, Inc. 2022 Stock Incentive Plan, as amended by Amendment No. 1 to Daré Bioscience, Inc. 2022 Stock Incentive Plan (as amended, the "Plan") by reason of any stock split, stock dividend, recapitalization, or any other similar transaction effected that results in an increase to the number of outstanding shares of the registrant's common stock.

(2) Estimated solely for the purpose of computing the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933.

(3) The proposed maximum offering price is based on the average of the high and the low prices per share of the registrant's common stock as reported on the Nasdaq Capital Market as of a date (August 11, 2025) within five business days prior to the filing of this registration statement.