

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

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

**BIOMX INC.**

*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**2836**

(Primary Standard Industrial  
Classification Code Number)

**82-3364020**

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

**850 New Burton Road, Suite 201, Dover, Delaware 19904, (972) 52-437-4900**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**BiomX Inc. 2026 Equity Incentive Plan, as amended**

*(Full title of the plan)*

**Michael Oster**

BiomX Inc.

850 New Burton Road, Suite 201, Dover, Delaware 19904

(972) 52-437-4900

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

David Aboudi

Aboudi Legal Group PLLC

745 Fifth Avenue, New York, NY 10151

(646) 898-2006

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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 is being filed by BiomX Inc. (the “Registrant”) for the purpose of registering an additional 5,460,000 shares of common stock, par value \$0.0001 per share (the “Common Stock”), issuable under the BiomX Inc. 2026 Equity Incentive Plan, as amended (the “2026 Plan”). The amendment to the 2026 Plan (the “Amendment”), which increased the number of shares of Common Stock reserved and available for issuance thereunder by 5,460,000 shares, to 6,850,000 shares from 1,390,000 shares, was approved by the Registrant’s stockholders on June 26, 2026.

These additional shares of Common Stock are securities of the same class as the securities registered under the Registrant’s Registration Statement on Form S-8 (File No. 333-295000) filed with the Securities and Exchange Commission (the “Commission”) on April 10, 2026 (the “Prior Registration Statement”), which registered 1,390,000 shares of Common Stock issuable under the 2026 Plan. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement, including the documents incorporated by reference therein, are incorporated herein by reference and made a part of this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein.

Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such indeterminate additional shares of Common Stock as may become issuable under the 2026 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.

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**PART I**  
**INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS**

Item 1. Plan Information.\*

Item 2. Registrant Information and Employee Plan Annual Information.\*

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the 2026 Plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the Registrant are hereby incorporated by reference into this Registration Statement:

- (a) the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed with the Commission on February 19, 2026;
- (b) the Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2026, filed with the Commission on May 20, 2026;
- (c) the Registrant's Definitive Proxy Statement on [Schedule 14A](#) filed with the Commission on June 8, 2026;
- (d) the Registrant's Current Reports on Form 8-K filed with the Commission on [February 13, 2026](#), [February 25, 2026](#), [March 2, 2026](#), [March 6, 2026](#), [March 11, 2026](#), [March 19, 2026](#), [March 27, 2026](#), [April 1, 2026](#), [April 10, 2026](#), [April 13, 2026](#), [April 16, 2026](#), [May 5, 2026](#), [May 28, 2026](#), [June 5, 2026](#), [June 12, 2026](#) (including the Current Report on [Form 8-K/A](#) filed June 12, 2026 containing the audited financial statements and unaudited pro forma financial information for the acquisitions of Zorronet Ltd. and Dr. Frucht Systems Ltd.) and [June 18, 2026](#) and [June 26, 2026](#); and
- (e) the description of the Registrant's common stock contained in the Registration Statement on [Form 8-A](#) filed on December 13, 2018, under the Exchange Act, as amended by [Exhibit 4.1](#) to the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2025 (filed February 19, 2026), and including any further 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 after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed shall not be incorporated by reference into this Registration Statement.

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 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.

The contents of the Prior Registration Statement (File No. 333-295000), including the information called for by Items 4, 5, 6, 7 and 9 of Part II thereof, are incorporated herein by reference pursuant to General Instruction E to Form S-8.

**Item 8. Exhibits.**

The following exhibits are filed or incorporated by reference as part of this Registration Statement:

- 4.1 [Composite Copy of the Amended and Restated Certificate of Incorporation of BiomX Inc., as amended to date \(incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed on February 19, 2026\).](#)
- 4.2 [Amended and Restated Bylaws of BiomX Inc. \(incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on April 15, 2024\).](#)
- 5.1\* [Opinion of Aboudi Legal Group PLLC.](#)
- 23.1\* [Consent of Kesselman & Kesselman, Certified Public Accountants \(Isr.\), a member firm of PricewaterhouseCoopers International Limited.](#)
- 23.2\* [Consent of Somekh Chaikin, a member firm of KPMG International Limited, with respect to the financial statements of Zorronet Ltd.](#)
- 23.3\* [Consent of Ziv Haft, Certified Public Accountants \(Isr.\), a BDO Member Firm, with respect to the financial statements of Dr. Frucht Systems Ltd.](#)
- 23.4\* [Consent of Aboudi Legal Group PLLC \(included in Exhibit 5.1\).](#)
- 24.1\* [Power of Attorney \(included on the signature page to this Registration Statement\).](#)
- 99.1 [BiomX Inc. 2026 Equity Incentive Plan \(incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on June 8, 2026\).](#)
- 99.2 [Amendment to the BiomX Inc. 2026 Equity Incentive Plan \(incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on June 8, 2026\).](#)
- 107\* [Filing Fee Table.](#)

\* Filed herewith.

## 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 Dover, Delaware, on June 30, 2026.

### BIOMX INC.

By: /s/ Michael Oster  
Michael Oster  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Mr. Michael Oster and Mr. David Rokach, and each or any one of them, as the undersigned's true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, or their substitute or substitutes, 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 below by the following persons in the capacities and on the date indicated.

<u>/s/ Michael Oster</u> <b>Michael Oster</b>	Chief Executive Officer (Principal Executive Officer)	June 30, 2026
<u>/s/ David Rokach</u> <b>David Rokach</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 30, 2026
<u>/s/ Reuven Yeganeh</u> <b>Reuven Yeganeh</b>	Director	June 30, 2026
<u>/s/ Liat Bidas</u> <b>Liat Bidas</b>	Director	June 30, 2026
<u>/s/ Guy Arieli</u> <b>Guy Arieli</b>	Director	June 30, 2026
<u>/s/ Ran Shaked</u> <b>Ran Shaked</b>	Director	June 30, 2026

**ABOUDI LEGAL GROUP PLLC**

745 Fifth Avenue, Suite 500  
New York, New York 10151  
Tel: (646) 898-2006

June 30, 2026

BiomX Inc.  
1167 Massachusetts Avenue  
Arlington, Massachusetts 02476

**Re: Registration Statement on Form S-8 — BiomX Inc. Amended and Restated 2026 Equity Incentive Plan**

Ladies and Gentlemen:

We have acted as counsel to BiomX Inc., a Delaware corporation (the “Company”), in connection with the preparation of the Registration Statement on Form S-8 (the “Registration Statement”), to be filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Act”), and the rules and regulations thereunder, with respect to an additional 5,460,000 shares of the Company’s common stock (the “Shares”), issuable pursuant to the Company’s Amended and Restated 2026 Equity Incentive Plan (the “Plan”). This opinion is being furnished at the Company’s request 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 to the issuance of the Shares.

In rendering the opinion hereinafter expressed, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction as being true reproductions of originals, of all such documents, records, agreements and other instruments, including (a) the Registration Statement, (b) the Plan, (c) the Amended and Restated Certificate of Incorporation of the Company, as amended to date, (d) the Amended and Restated Bylaws of the Company, (e) certain resolutions adopted by the board of directors of the Company as we have deemed necessary and appropriate for the purpose of this opinion, and (f) such other certificates, instruments and documents as we have considered necessary for purposes of this opinion letter.

We have assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of any participants thereunder. We have further assumed the genuineness of all signatures, the authenticity of all documents, certificates and records submitted to us as originals, the conformity to original documents, certificates and records of all documents, certificates and records submitted to us as copies, and the truthfulness of all statements of fact contained therein.

Based upon the foregoing, and having regard to legal considerations and other information that we deem relevant, we are of the opinion that, when issued by the Company against payment therefor in the circumstances contemplated by the Plan and, assuming that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate actions of the Company and duly issued, granted or awarded and exercised and paid for, in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), to the extent that the Shares are issued in accordance with the foregoing, such Shares will be, when so issued, legally and validly issued, and fully paid and non-assessable.

This opinion is governed by, and shall be construed in accordance with, the General Corporation Law of Delaware and confined to, and given on the basis of, the laws and practices in Delaware as of the date of this opinion.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving the foregoing consent, we do not hereby 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.

Very truly yours,

By: /s/ David Aboudi

ABOUDI LEGAL GROUP PLLC

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of BiomX Inc. of our report dated February 19, 2026 relating to the financial statements, which appears in BiomX Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Kesselman & Kesselman

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Kesselman & Kesselman

Certified Public Accountants (Isr.)

A member firm of PricewaterhouseCoopers International Limited

Tel-Aviv, Israel

June 30, 2026

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Kesselman & Kesselman, 146 Derech Menachem Begin St. Tel-Aviv 6492103, Israel,  
P.O Box 7187 Tel-Aviv 6107120, Telephone: +972 -3- 7954555, Fax:+972 -3- 7954556, [www.pwc.com/il](http://www.pwc.com/il)



KPMG Somekh Chaikin  
8 Hartum St., Har Hotzvim  
PO Box 212  
Jerusalem 9100102, Israel  
+972 2 531 2000

#### Consent of Independent Auditors

We consent to the use of our report dated June 11, 2026, with respect to the financial statements of Zorronet Ltd., incorporated herein by reference.

/s/ Somekh Chaikin

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Somekh Chaikin  
Member Firm of KPMG International  
Jerusalem, Israel

June 30, 2026

KPMG Somekh Chaikin, an Israeli partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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**Consent of Independent Auditors**

We consent to the use of our report dated June 11, 2026, with respect to the financial statements of Zorronet Ltd., incorporated herein by reference.

/s/ Somekh Chaikin

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Member Firm of KPMG International  
Jerusalem, Israel

June 30, 2026

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Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the registration statements on Form S-8 of BiomX Inc. of our report dated June 11, 2026, relating to the financial statements of Dr. Frucht Systems Ltd. as of December 31, 2025 and 2024, and for the two years then ended, which appears in this Form 8-K/A of BiomX Inc.

/s/ Ziv Haft

Ziv Haft

Certified Public Accountants (Isr.)

BDO Member Firm

June 30, 2026

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## CALCULATION OF FILING FEE TABLES

S-8

BIOMX INC.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	(1)	Other	5,460,000	\$ 0.3430	\$ 1,872,780.00	0.0001381	\$ 258.63
						Total Offering Amounts:	\$ 1,872,780.00	258.63
						Total Fee Offsets:		0.00
						Net Fee Due:		<u>\$ 258.63</u>

Offering Note(s)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock of BiomX Inc. (the "Registrant") that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant's common stock.

Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is based on \$0.343 per share, which is the average of the high and low prices of the Registrant's common stock as reported on the NYSE American on June 29, 2026.

Fee Calculation Rule is "Other" pursuant to the Filing Fee Disclosure and Payment Methods Modernization rules adopted by the Securities and Exchange Commission. The fee is calculated in accordance with Rules 457(c) and 457(h) under the Securities Act.

Represents shares of the Registrant's common stock issuable pursuant to awards granted or to be granted under the BiomX Inc. 2026 Equity Incentive Plan.