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

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

GRAIL, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-3673636
(I.R.S. Employer
Identification No.)

1525 O'Brien Drive
Menlo Park, California
(Address of Principal Executive Offices)

94025
(Zip Code)

2024 Incentive Award Plan
2024 Employee Stock Purchase Plan
(Full Title of the Plans)

Abram Barth
General Counsel and Secretary
GRAIL, Inc.
1525 O'Brien Drive
Menlo Park, California 94025
(Name and Address of Agent for Service)

(833) 694-2553
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**W. Alex Voxman
Andrew Clark
Ross McAloon
Emily Corbi
Latham & Watkins LLP
355 South Grand Avenue, Suite 100
Los Angeles, California 90071
(213) 485-1234**

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 for the purpose of registering an additional 317,335 shares of the common stock of GRAIL, Inc. (the “Registrant”) to be issued pursuant to the GRAIL, Inc. 2024 Employee Stock Purchase Plan (the “ESPP”) and an additional 368,055 shares of the common stock of the Registrant to be issued under the GRAIL, Inc. 2024 Incentive Award Plan (together with the ESPP, the “Plans”). A Registration Statement of the Registrant on Form S-8 relating to the Plans is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Except as set forth below, the contents of the Registration Statements on Forms S-8 (Files No. 333-280424 and 333-285580), including any amendments thereto, filed with the Securities and Exchange Commission, relating to the Plans, are incorporated by reference herein.

Item 8. Exhibits

Exhibit Number	Exhibit Description	Form	Incorporated by Reference Date	Number	Filed Herewith
4.1	Certificate of Incorporation of GRAIL, Inc.	8-K	06/24/2024	3.1	
4.2	Amended and Restated Bylaws of GRAIL, Inc.	8-K	06/24/2024	3.2	
5.1	Opinion of Latham & Watkins LLP				X
23.1	Consent of Independent Registered Public Accounting Firm				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)				X
24.1	Power of Attorney (included on signature page)				
99.1	Form of 2024 Employee Stock Purchase Plan	8/K/A	07/02/2024	10.2	
99.2	GRAIL, Inc. 2024 Incentive Award Plan	8/K/A	07/02/2024	10.1	
99.3	Form of Restricted Stock Unit Award Agreement	10-12B/A	5/29/2024	10.9	
99.4	Form of Stock Option Agreement	10-12B/A	5/29/2024	10.10	
107.1	Registration Fee Table				X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Menlo Park, State of California, on this 12th of March, 2026.

GRAIL, INC.

By: /s/ Robert Ragusa
Name: Robert Ragusa
Title: Chief Executive
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Robert Ragusa, Abram Barth and Donald Lang, and each of them, with full power of substitution and full power to act without the other, as his true and lawful attorney-in-fact and agent to act for him or her in his or her 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 this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, 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 order to effectuate the same as fully, to all intents and purposes, as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Robert Ragusa</u> Robert Ragusa	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 12, 2026
<u>/s/ Aaron Freidin</u> Aaron Freidin	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 12, 2026
<u>/s/ William Chase</u> William Chase	Director	March 12, 2026
<u>/s/ Sarah Krevans</u> Sarah Krevans	Director	March 12, 2026
<u>/s/ Steven Mizell</u> Steven Mizell	Director	March 12, 2026
<u>/s/ Gregory Summe</u> Gregory Summe	Director and Chairperson of the Board	March 12, 2026

Calculation of Filing Fee Table

Form S-8
(Form Type)

GRAIL, 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, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	317,335 ⁽³⁾	\$47.09	\$14,943,305	\$138.10 per \$1,000,000	\$2,063.67
Equity	Common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	368,055 ⁽⁴⁾	\$47.09	\$17,331,710	\$138.10 per \$1,000,000	\$2,393.51
Total Offering Amounts						\$32,275,015	\$4,457.18
Total Fee Offsets							\$—
Net Fee Due							\$4,457.18

(1) Pursuant to Rule 416 under the Securities Act, this Registration Statement covers (i) such additional number of shares of common stock, par value \$0.001 per share, of GRAIL, Inc. (“Common Stock”) issuable upon stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events or (ii) such reduced number of shares of Common Stock in respect of any reverse stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events, in each case with respect to the shares of Common Stock being registered pursuant to this Registration Statement that may become issuable under the GRAIL, Inc. 2024 Employee Stock Purchase Plan and the GRAIL, Inc. 2024 Incentive Award Plan.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average of the high and low sales prices per share of the common stock on the “when-issued” trading market as reported on The Nasdaq Stock Market LLC on March 11, 2026.

(3) Consists of an additional 317,335 shares of Common Stock estimated to be reserved for future issuance pursuant to awards granted under the GRAIL, Inc. 2024 Employee Stock Purchase Plan.

(4) Consists of an additional 368,055 shares of Common Stock estimated to be reserved for future issuance pursuant to awards granted under the GRAIL, Inc. 2024 Incentive Award Plan.

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LATHAM & WATKINS LLP

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March 12, 2026

GRAIL, Inc.
1525 O'Brien Drive
Menlo Park, California 94205

Re: Registration Statement on Form S-8

To the addressee set forth above:

We have acted as special counsel to GRAIL, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the "**Commission**") of a registration statement (the "**Registration Statement**") on Form S-8 under the Securities Act of 1933, as amended (the "**Act**"), relating to the issuance of up to 685,390 shares (the "Shares") of common stock of the Company, \$0.001 par value per share, of which (i) 368,055 shares of Common Stock may be issued pursuant to the Company's 2024 Incentive Award Plan (the "**Award Plan**") and (ii) 317,335 shares of Common Stock may be issued pursuant to the Company's 2024 Employee Stock Purchase Plan (together with the Award 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 related prospectus, other than as expressly stated herein with respect to the issue 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 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 thereof, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the Plans, assuming that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements 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 such 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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2024 Incentive Award Plan and the 2024 Employee Stock Purchase Plan of GRAIL, Inc. of our report dated March 12, 2026, with respect to the consolidated financial statements of GRAIL, 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

San Mateo, California
March 12, 2026