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

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

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

Delaware
(State or other jurisdiction of
incorporation or organization)

88-0950636
(I.R.S. Employer
Identification No.)

775 Heinz Avenue
Berkeley, CA 94710
(Address of principal executive offices) (Zip code)

Rigetti Computing, Inc. 2022 Equity Incentive Plan
(Full titles of the plan)

Jeffrey Bertelsen
Chief Financial Officer
Rigetti Computing, Inc.
775 Heinz Avenue
Berkeley, CA 94710
(510) 210-5550
(Name, address and telephone number, including area code, of agent for service)

Copies to:
Rupa Briggs
Hogan Lovells US LLP
390 Madison Avenue
New York, NY 10017
(212) 918-3000

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 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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Rigetti Computing, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 17,806,062 additional shares of its common stock, \$0.0001 par value per share (“Common Stock”), issuable under the Registrant’s 2022 Equity Incentive Plan (the “Plan”), pursuant to the provisions of the Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the Plan on January 1, 2026. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Common Stock for issuance under the Plan on Registration Statements on Form S-8 filed with the Commission on [June 10, 2022](#) as amended on [June 15, 2022](#) and [August 19, 2022](#) (File No. 333-265516), on [April 5, 2023](#) (File No. 333-271140), on [April 2, 2024](#) (File No. 333-278471) and on [May 12, 2025](#) (File No. 333-287187) (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

- (a) the Registrant's Annual Report on Form 10-K (File No. 001-40140) for the fiscal year ended December 31, 2025, filed with the Commission on [March 4, 2026](#) (the "Annual Report");
- (b) the portions of the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on [April 24, 2026](#), that are incorporated by reference into Part III of the Annual Report;
- (c) the Registrant's Quarterly Report on Form 10-Q (File No. 001-40140) for the quarterly period ended March 31, 2026, filed with the Commission on [May 11, 2026](#);
- (d) the Registrant's Current Reports on Form 8-K (File No. 001-40140), filed with the Commission on [January 9, 2026](#) (Item 8.01 only), [March 20, 2026](#), [April 7, 2026](#) (Item 8.01 only), [April 21, 2026](#); and
- (e) the description of the Registrant's securities contained in a Registration Statement on Form 8-A filed on [March 1, 2022](#), as updated by [Exhibit 4.4](#) to our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on [March 4, 2026](#), together with any amendment or report filed with the SEC for the purpose of updating such description.

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	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	Certificate of Incorporation of Rigetti Computing, Inc.	8-K	001-40140	3.1	March 7, 2022
4.2	Second Amended and Restated Bylaws of Rigetti Computing, Inc.	10-K	001-40140	3.2	March 4, 2026
4.3	Specimen Common Stock Certificate.	8-K	001-40140	4.1	March 7, 2022
4.4	Specimen Warrant Certificate.	8-K	001-40140	4.2	March 7, 2022
4.5	Warrant Agreement between American Stock Transfer & Trust Company, LLC and Supernova Partners Acquisition Company II, Ltd., dated March 1, 2021.	8-K	001-40140	4.1	March 4, 2021
5.1*	Opinion of Hogan Lovells US LLP.				
23.1*	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).				
23.2*	Consent of BDO USA P.C., independent registered public accounting firm.				
24.1*	Power of Attorney (included on signature page).				
99.1	Rigetti Computing, Inc. 2022 Equity Incentive Plan.	8-K	001-40140	10.16	March 7, 2022
99.2	Form of Stock Option Grant Package under Rigetti Computing, Inc. 2022 Equity Incentive Plan.	8-K	001-40140	10.17	March 7, 2022
99.3	Form of RSU Grant Package under Rigetti Computing, Inc. 2022 Equity Incentive Plan	8-K	001-40140	10.18	March 7, 2022
99.4	Form of Stock Award Grant Package under Rigetti Computing, Inc. 2022 Equity Incentive Plan.	8-K	001-40140	10.19	March 7, 2022
107*	Filing Fee Table.				

* Filed herewith

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 Berkeley, State of California, on May 11, 2026.

RIGETTI COMPUTING, INC.

By: /s/ Subodh Kulkarni
Subodh Kulkarni
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dr. Subodh Kulkarni and Jeffrey Bertelsen, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her 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 by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dr. Subodh Kulkarni</u> Dr. Subodh Kulkarni	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 11, 2026
<u>/s/ Jeffrey Bertelsen</u> Jeffrey Bertelsen	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	May 11, 2026
<u>/s/ Thomas J. Iannoti</u> Thomas J. Iannoti	Chair of the Board of Directors	May 11, 2026
<u>/s/ Michael Clifton</u> Michael Clifton	Director	May 11, 2026
<u>/s/ Alissa Fitzgerald</u> Alissa Fitzgerald	Director	May 11, 2026
<u>/s/ Ray Johnson</u> Ray Johnson	Director	May 11, 2026
<u>/s/ H. Gail Sandford</u> H. Gail Sandford	Director	May 11, 2026



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May 11, 2026

Board of Directors
Rigetti Computing, Inc.
775 Heinz Avenue
Berkeley, California 94710

Ladies and Gentlemen:

We are acting as counsel to Rigetti Computing, Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the proposed offering of up to 17,806,062 shares (the “**Shares**”) of common stock, par value \$0.0001 per share, of the Company issuable pursuant to the Rigetti Computing, Inc. 2022 Equity Incentive Plan (the “**Incentive Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

We note that the Company was initially incorporated under the laws of the Cayman Islands and was domesticated (the “**Domestication**”) as a corporation in the State of Delaware in accordance with Section 388 of the General Corporation Law of the State of Delaware, as amended (the “**DGCL**”). We have assumed all matters determinable under the laws of the Cayman Islands, including without limitation that the approval of the Incentive Plan by the board and shareholders of the Company as a Cayman Islands exempted company prior to the Domestication was done in accordance with the applicable governing documents of the Company and the laws of the Cayman Islands.

This opinion letter is based as to matters of law solely on the DGCL. We express no opinion herein as to any other statutes, rules or regulations.

Hogan Lovells US LLP is a limited liability partnership registered in the state of Delaware. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Berlin Birmingham Boston Brussels Colorado Springs Denver Dubai Dublin Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Munich New York Northern Virginia Paris Philadelphia Riyadh Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Tokyo Washington, D.C. For more information see www.hoganlovells.com.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Incentive Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the resolutions of the Board of Directors (or a duly authorized committee thereof) and in the Incentive Plan, the Shares 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 letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

HOGAN LOVELLS US LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 4, 2026, relating to the consolidated financial statements of Rigetti Computing, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ BDO USA, P.C.
Spokane, Washington
May 11, 2026
