

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

FORM S-8

*REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933*

META VIA INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

47-2389984

(IRS Employer Identification Number)

545 Concord Avenue, Suite 210

Cambridge, MA

(Address of Principal Executive Offices)

02138

(Zip code)

MetaVia Inc. Amended and Restated 2022 Equity Incentive Plan

(Full title of the plan)

Hyung Heon Kim

President, Chief Executive Officer and Director

MetaVia Inc.

545 Concord Avenue, Suite 210

Cambridge, MA 02138

(Name and address of agent for service)

857-702-9600

(Telephone number, including area code, of agent for service)

Copies to:

Phillip D. Torrence, Esq.

Joshua W. Damm, Esq.

Honigman LLP

650 Trade Centre Way, Suite 200

Kalamazoo, Michigan 49002

Tel: (269) 337-7700

Fax: (269) 337-7703

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

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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (the “*Registration Statement*”) is being filed by MetaVia Inc. (the “*Registrant*,” “*we*,” “*us*” or “*our*”) for the purpose of registering an additional 200,000 shares of common stock, par value \$0.001 per share (the “*Common Stock*”), issuable under the MetaVia Inc. Amended and Restated 2022 Equity Incentive Plan, as amended (the “*2022 Incentive Plan*”). These additional shares of Common Stock were reserved for issuance in connection with the amendment to the 2022 Incentive Plan, which was approved by stockholders on June 8, 2026 at the Company’s 2026 Annual Meeting of Stockholders. This Registration Statement hereby incorporates by reference the contents of the Registrant’s previous registration statements on Form S-8 filed with the Securities and Exchange Commission (the “*Commission*”) on [April 17, 2023](#) (Registration No. 333-271292), [March 27, 2025](#) (Registration No. 333-286184) and [April 3, 2026](#) (Registration No. 333-294877) to the extent not superseded hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “*Securities Act*”), and the instructions to Form S-8. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit 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 by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference (other than information in such filings that was “furnished” under the applicable Commission rules rather than “filed”):

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on [March 26, 2026](#) (the “*Annual Report*”);
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- (c) the description of the Registrant’s Common Stock which is contained in the Registration Statement on Form 8-A filed with the Commission on [June 20, 2016](#) (File No. 001-37809) under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to the Registration Statement which indicates that all securities offered hereby 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 the filing of such documents, except that information furnished to the Commission under Item 2.02 or Item 7.01 in Current Reports on Form 8-K and any exhibit relating to such information, shall not be deemed to be incorporated by reference in this Registration Statement.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such earlier statement. Any 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 INDEX**

The following exhibits are filed as part of this Registration Statement.

INDEX TO EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1	Third Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-37809	3.1	8/10/2016
3.2	Certificate of Amendment (Reverse Stock Split) to the Third Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-37809	3.1	12/31/2019
3.3	Certificate of Amendment (Name Change) to the Third Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-37809	3.2	12/31/2019
3.4	Certificate of Amendment (Reverse Stock Split) to the Third Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-37809	3.1	9/12/2022
3.5	Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-37809	3.1	12/19/2023
3.6	Certificate of Amendment (Name Change) to the Third Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-37809	3.1	11/18/2024
3.7	Certificate of Amendment (Reverse Stock Split) to the Third Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-37809	3.1	12/02/2025
3.8	Fourth Amended and Restated Bylaws of the Registrant	8-K	001-37809	3.2	11/18/2024
5.1*	Opinion of Honigman LLP				
23.1*	Consent of BDO USA, P.C., Independent Registered Public Accounting Firm				
23.2*	Consent of Honigman LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney of certain directors and officers of the Registrant (contained on signature page)				
99.1	Amended and Restated 2022 Equity Incentive Plan of the Registrant, as amended November 29, 2024, and forms of award agreements	10-K	001-37809	10.7	3/20/2025
99.2	First Amendment to the Amended and Restated 2022 Equity Incentive Plan of the Registrant	8-K	001-37809	10.1	6/8/2026
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, hereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on June 8, 2026.

METAVIA INC.

By: /s/ Hyung Heon Kim

Name: Hyung Heon Kim

Title: President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Hyung Heon Kim and Andrew I. Koven, and each of them, as his true and lawful attorneys-in-fact, proxies and agents, each with full power of substitution and resubstitution, for him and in his name, place and 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 any exhibits thereto and other documents in connection therewith, with the Commission, or any state securities department or any other federal or state agency or governmental authority granting unto such attorneys-in-fact, proxies and agents 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies and agents, or their or his 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 on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hyung Heon Kim</u> Hyung Heon Kim	President, Chief Executive Officer (Principal Executive Officer) and Director	June 8, 2026
<u>/s/ Marshall H. Woodworth</u> Marshall H. Woodworth	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 8, 2026
<u>/s/ Andrew I. Koven</u> Andrew I. Koven	Chairman of the Board of Directors	June 8, 2026
<u>/s/ Mark A. Glickman</u> Mark A. Glickman	Director	June 8, 2026
<u>/s/ Jason L. Groves</u> Jason L. Groves	Director	June 8, 2026
<u>/s/ Michael Salsbury</u> Michael Salsbury	Director	June 8, 2026
<u>/s/ D. Gordon Strickland</u> D. Gordon Strickland	Director	June 8, 2026
<u>/s/ James P. Tursi, M.D.</u> James P. Tursi, M.D.	Director	June 8, 2026



June 8, 2026

MetaVia Inc.
545 Concord Avenue, Suite 210
Cambridge, Massachusetts 02138

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to MetaVia Inc., a Delaware corporation (the "**Company**"), in connection with the preparation and filing with the Securities and Exchange Commission (the "**Commission**") of a Registration Statement on Form S-8 (the "**Registration Statement**") for the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an additional 200,000 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), to be issued by the Company pursuant to awards under the MetaVia Inc. Amended and Restated 2022 Equity Incentive Plan (as amended from time to time, the "**2022 Incentive Plan**").

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law (the "**DGCL**"). We are not admitted to practice in the State of Delaware and, with respect to the opinion set forth herein, insofar as it relates to any Delaware law, we have limited our review to standard compilations available to us of the DGCL, which we have assumed to be accurate and complete, and we have not reviewed case law.

In rendering the opinion set forth herein, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to authentic originals of all documents submitted to us as copies and that the offer and sale of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the 2022 Incentive Plan. The Company has represented to us, and we have also assumed, that the Company has reserved from its duly authorized capital stock a sufficient number of shares of Common Stock, including the Shares, for issuance under the 2022 Incentive Plan and will keep such reserve available at all times to enable the Company to issue and deliver the Shares upon the settlement of awards under the 2022 Incentive Plan.

Based upon, subject to and limited by the foregoing, and based upon our examination of such documents and other matters as we deem relevant, we are of the opinion that the Shares to be issued by the Company under the 2022 Incentive Plan pursuant to the Registration Statement are duly authorized and, when issued and sold by the Company in accordance with the 2022 Incentive Plan and the awards thereunder, the Registration Statement and the related prospectus, will be validly issued, fully paid and non-assessable.

This opinion letter speaks only as of its date. We do not undertake any obligation to advise you or any other party of changes of law or fact that occur after the date of this opinion letter – even though the change may affect the legal analysis or legal conclusion in this opinion letter.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Honigman LLP • 650 Trade Centre Way • Suite 200 • Kalamazoo, Michigan 49002-0402

Very truly yours,

/s/ Honigman LLP

HONIGMAN LLP

Honigman LLP • 650 Trade Centre Way • Suite 200 • Kalamazoo, Michigan 49002-0402

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 26, 2026, relating to the consolidated financial statements of MetaVia Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO USA, P.C.
Boston, Massachusetts

June 8, 2026
