As filed with the Securities and Exchange Commission on September 18, 2026.

Registration No.

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

Form S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

AELUMA, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**85-2807351**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
27 Castilian Drive Goleta, CA	**93117**
(Address of Principal Executive Offices)	(Zip Code)

Aeluma, Inc.
2021 Equity Incentive Plan
(Full Title of the Plan)

Christopher Stewart
Chief Financial Officer
Aeluma, Inc.
27 Castilian Drive
Goleta, CA 93117
(Name and Address of Agent for Service)

Telephone number, including area code, of agent for service: **(805) 351-2707**

Copies to:

Jonathan R. Zimmerman
Joshua L. Colburn
Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402-3901

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. ☐

AELUMA, INC.
STATEMENT PURSUANT TO GENERAL INSTRUCTION E
TO FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"

This Registration Statement on Form S-8 (the "*Registration Statement*") relates to the registration of shares of common stock, par value $0.0001 per share ("*Common Stock*"), of Aeluma, Inc. (the "*Company*") to be offered under the 2021 Equity Incentive Plan (the "*Plan*"). The Plan provides, among other things, that as of January 1 of each calendar year, commencing with the year 2022, the maximum number of shares of Common Stock that may be delivered under the Plan automatically increases by an additional number of shares equal to the lesser of (x) 5% of the outstanding shares of Common Stock (on a fully-diluted basis) on the immediately preceding December 31, and (y) such lower number of shares as may be determined by the compensation committee of the Company's board of directors. The Company previously filed a registration statement on Form S-8 (File No. 333-268526) relating to the Plan (the "*Initial Registration Statement*"). Such Initial Registration Statement is currently effective, and the contents thereof are incorporated herein by reference except to the extent that such content is superseded by the items appearing below.

Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration Statement, together with all exhibits filed therewith or incorporated therein by reference, are incorporated herein by reference except to the extent that such information is superseded by the items appearing below.

The Company has filed this Registration Statement on Form S-8 to register an aggregate of 2,686,517 additional shares of Common Stock, not previously registered for issuance pursuant to awards under the Plan, which became available for issuance pursuant to the "evergreen" provision contained in the Plan through January 1, 2026.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents of the Company, filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), are, as of their respective dates, incorporated herein by reference and made a part hereof:

(1) The annual report on Form 10-K of the Company for the fiscal year ended June 30, 2026, which incorporates by reference certain portions of the Company's definitive proxy statement for its annual meeting of stockholders to be held in November 2026;

(2) 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 Annual Report referred to in (1) above (other than information deemed to have been "furnished" rather than "filed" in accordance with the Securities and Exchange Commission's rules); and

(3) The description of the Common Stock contained in Exhibit 4.3 to the annual report on Form 10-K of the Company for the fiscal year ended June 30, 2023.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all of the securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in and a part of this Registration Statement from the date of filing of such 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 incorporated herein by reference or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such 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 Number	Description of Exhibit
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to current report on Form 8-K filed June 28, 2021)
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.3 to current report on Form 8-K filed June 28, 2021)
5*	Opinion of Faegre Drinker Biddle & Reath LLP
23.1*	Consent of Independent Registered Public Accounting Firm
23.2*	Consent of Faegre Drinker Biddle & Reath LLP (included in Exhibit 5)
24	Powers of Attorney (included with signatures)
99.1	2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to current report on Form 8-K filed June 28, 2021)
107*	Filing Fee Table

* Filed herewith

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 Goleta, California, on September 18, 2026.

AELUMA, INC.

By:	*/s/ Jonathan Klamkin*
Name:	Jonathan Klamkin
Title:	President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jonathan Klamkin and Christopher Stewart, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, with full power of each to act alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement filed herewith and any and all amendments to said Registration Statement (including post-effective amendments), and 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, with full power of each to act alone, 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitutes, 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 below by the following persons on behalf of the Registrant and in the capacities indicated on the date(s) indicated below:

Signature	Title	Date
/s/ Jonathan Klamkin Jonathan Klamkin	President, Chief Executive Officer, Chairman (principal executive officer)	September 18, 2026
/s/ Christopher Stewart Christopher Stewart	Chief Financial Officer (principal financial and accounting officer)	September 18, 2026
/s/ Michael J. Byron Michael J. Byron	Director	September 18, 2026
/s/ Steven DenBaars Steven DenBaars	Director	September 18, 2026
/s/ Craig Ensley Craig Ensley	Director	September 18, 2026
/s/ John Paglia John Paglia	Director	September 18, 2026

faegredrinker.com

Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
+1 612 766 7000 main
+1 612 766 1600 fax

September 18, 2026
Aeluma, Inc.
27 Castilian Drive
Goleta, CA 93117

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Aeluma, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), registering the offer and sale of up to 2,686,517 additional shares of the Company's Common Stock, par value $0.0001 per share (the "Shares"), issuable pursuant to the Aeluma, Inc. 2021 Equity Incentive Plan (the "Plan").

For purposes of this opinion letter, we have examined the Plan, the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, as currently in effect, the Company's Amended and Restated Bylaws, as currently in effect, and the resolutions of the Company's Board of Directors authorizing the issuance of the Shares. We have also examined a certificate of the Secretary of the Company dated the date hereof (the "Certificate") and originals, or copies certified or otherwise authenticated to our satisfaction, of such corporate and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of statutes as we have deemed relevant and necessary in connection with the opinions hereinafter expressed. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, of officers and representatives of the Company (including the Certificate) and of others, without any independent verification thereof.

In our examination, we have assumed, without independent verification or investigation: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures, including electronic signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based upon such examination and review, and subject to the foregoing and the other qualifications, assumptions and limitations set forth herein, we are of the opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the Plan and that, when (a) the Shares have been issued and sold as contemplated in the Registration Statement and related prospectus and in accordance with the Plan and any applicable award agreement, and (b) where applicable, the consideration for the Shares specified in the Plan and any applicable award agreement has been received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein with respect to the laws of any jurisdiction other than, subject to the limitations and assumptions contained herein, the General Corporation Law of the State of Delaware.

This opinion speaks only as of the date the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion thereafter. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ FAEGRE DRINKER BIDDLE & REATH LLP
FAEGRE DRINKER BIDDLE & REATH LLP

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation of this Registration Statement on Form S-8 of our report dated September 16, 2026, with respect to the consolidated financial statements of Aeluma, Inc. and Subsidiary for the years ended June 30, 2026 and 2025.

/s/ Rose, Snyder & Jacobs LLP

Rose, Snyder & Jacobs LLP

Encino, California
September 18, 2026

Ex-Filing Fees

CALCULATION OF FILING FEE TABLES

S-8

AELUMA, 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	2,686,517	$ 13.53	$ 36,348,575.01	0.0001381	$ 5,019.74
				Total Offering Amounts:		$ 36,348,575.01		5,019.74
				Total Fee Offsets:				
				Net Fee Due:				$ 5,019.74

Offering Note(s)

(1) As described in the Explanatory Note to this Registration Statement, represents additional shares of common stock, par value $0.0001 per share, being registered for the first time pursuant to the "evergreen" provision contained in the 2021 Equity Incentive Plan.

Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the shares of common stock registered hereby also include an indeterminate number of additional shares of common stock as may from time to time become issuable by reason of stock split, stock dividends, recapitalizations, or other similar transactions.

Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act, solely for the purpose of calculating the registrant's registration fee based on the average of the high and low sales prices of the Registrant's common stock on September 11, 2026, as reported by The Nasdaq Stock Market LLC.