

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

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**PRAXIS PRECISION MEDICINES, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

47-5195942  
(I.R.S. Employer  
Identification No.)

99 High Street, 30th Floor  
Boston, MA  
(Address of Principal Executive Offices)

02110  
(Zip Code)

**PRAXIS PRECISION MEDICINES, INC. 2020 STOCK OPTION AND INCENTIVE PLAN  
PRAXIS PRECISION MEDICINES, INC. 2020 EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the plan)

Marcio Souza  
Chief Executive Officer  
Praxis Precision Medicines, Inc.  
99 High Street, 30th Floor  
Boston, MA 02110  
(Name and address of agent for service)

617-300-8460  
(Telephone number, including area code, of agent for service)

Copies to:  
Peter N. Handrinos  
Jennifer A. Yoon  
Latham & Watkins LLP  
200 Clarendon Street  
Boston, Massachusetts 02116  
(617) 880-4500

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 checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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 pursuant to Section 7(a)(2)(B) of the Securities Act.

**Part I**

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,259,754 shares of common stock, \$0.0001 par value per share (“Common Stock”) of Praxis Precision Medicines, Inc. (the “Registrant”) to be issued pursuant to the Praxis Precision Medicines, Inc. 2020 Stock Option and Incentive Plan (the “2020 Plan”) and an additional 251,950 shares of the Registrant’s Common Stock to be issued pursuant to the Praxis Precision Medicines, Inc. 2020 Employee Stock Purchase Plan (the “2020 ESPP”). Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plans are effective.

**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENTS ON FORM S-8**

Except as set forth below, the contents of the Registration Statements on Form S-8 (File Nos. [333-249522](#), [333-254410](#), [333-263081](#), [333-269615](#), [333-276786](#), [333-277652](#), [333-276786](#) and [333-285397](#)) filed with the Securities and Exchange Commission, relating to the 2020 Plan and 2020 ESPP, are incorporated by reference herein.

**Item 8.**

**Exhibits.**

**Exhibit  
No.**

**Description**

<a href="#">4.1</a>	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-39620) filed with the Securities and Exchange Commission on October 20, 2020).</a>
<a href="#">4.2</a>	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-39620) filed with the Securities and Exchange Commission on December 1, 2023).</a>
<a href="#">4.3</a>	<a href="#">Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-39620) filed with the Securities and Exchange Commission on January 7, 2022).</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Latham &amp; Watkins LLP.</a>
<a href="#">23.1*</a>	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm.</a>
<a href="#">23.2*</a>	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (included on signature page).</a>
<a href="#">99.1</a>	<a href="#">2020 Stock Option and Incentive Plan, as amended and restated (Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K (File No. 001-39620) filed with the Securities and Exchange Commission on June 6, 2024).</a>
<a href="#">99.2</a>	<a href="#">Form of Incentive Stock Option Agreement under the Registrant’s 2020 Stock Option and Incentive Plan, as amended and restated (Incorporated by reference to Exhibit 10.5 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-249074) filed with the Securities and Exchange Commission on October 9, 2020).</a>

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- [99.3](#) [Form of Non-Qualified Stock Option Agreement for Company Employees under the Registrant's 2020 Stock Option and Incentive Plan, as amended and restated \(Incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1/A \(File No. 333-249074\) filed with the Securities and Exchange Commission on October 9, 2020\).](#)
- [99.4](#) [Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the Registrant's 2020 Stock Option and Incentive Plan, as amended and restated \(Incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1/A \(File No. 333-249074\) filed with the Securities and Exchange Commission on October 9, 2020\).](#)
- [99.5](#) [Form of Restricted Stock Unit Award Agreement under the Registrant's 2020 Stock Option and Incentive Plan, as amended and restated \(Incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1/A \(File No. 333-249074\) filed with the Securities and Exchange Commission on October 9, 2020\).](#)
- [99.6](#) [Form of Restricted Stock Award Unit Agreement for Company Employees under the Registrant's 2020 Stock Option and Incentive Plan, as amended and restated \(Incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1/A \(File No. 333-249074\) filed with the Securities and Exchange Commission on October 9, 2020\).](#)
- [99.7](#) [Form of Restricted Stock Award Agreement for Non-Employee Directors under the Registrant's 2020 Stock Option and Incentive Plan \(Incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1/A \(File No. 333-249074\) filed with the Securities and Exchange Commission on October 9, 2020\).](#)
- [99.8](#) [Form of Performance-Based Restricted Stock Unit Award Agreement for Employees under the Registrant's 2020 Stock Option and Incentive Plan, as amended and restated \(Incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K \(File No. 001-39620\) filed with the Securities and Exchange Commission on February 19, 2026\).](#)
- [99.9](#) [2020 Employee Stock Purchase Plan \(Incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form S-1/A \(File No. 333-240264\) filed with the Securities and Exchange Commission on October 9, 2020\).](#)
- [107\\*](#) [Filing Fee Table.](#)

\* Filed herewith.

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## 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 Boston, Commonwealth of Massachusetts, on February 19, 2026.

### Praxis Precision Medicines, Inc.

By: /s/ Marcio Souza  
Marcio Souza  
Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marcio Souza and Timothy Kelly, and each of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for such person in such person's, place and stead, in any and all capacities, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 of Praxis Precision Medicines, Inc., and any or all amendments (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 or necessary to be done in connection therewith 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 and agents or any of them, or substitutes of 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 on Form S-8 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/ Marcio Souza</u> Marcio Souza	Chief Executive Officer and Director (Principal Executive Officer)	February 19, 2026
<u>/s/ Timothy Kelly</u> Timothy Kelly	Chief Financial Officer (Principal Financial Officer)	February 19, 2026
<u>/s/ Lauren Mastrocola</u> Lauren Mastrocola	Principal Accounting Officer	February 19, 2026
<u>/s/ Dean Mitchell</u> Dean Mitchell	Chairman of the Board	February 19, 2026
<u>/s/ Stuart A. Arbuckle</u> Stuart A. Arbuckle	Director	February 19, 2026
<u>/s/ Jeffrey Chodakewitz</u> Jeffrey Chodakewitz, M.D.	Director	February 19, 2026
<u>/s/ Merit Cudkowicz</u> Merit Cudkowicz, M.D.	Director	February 19, 2026
<u>/s/ Jill DeSimone</u> Jill DeSimone	Director	February 19, 2026
<u>/s/ Jeffrey B. Kindler</u> Jeffrey B. Kindler	Director	February 19, 2026
<u>/s/ Gregory Norden</u> Gregory Norden	Director	February 19, 2026
<u>/s/ William Young</u> William Young	Director	February 19, 2026

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 Boston, Massachusetts 02116  
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**LATHAM & WATKINS** LLP

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Los Angeles	Tokyo
Madrid	Washington, D.C.

February 19, 2026

Praxis Precision Medicines, Inc.  
 99 High Street, 30th Floor  
 Boston, MA 02110

Re: Registration Statement on Form S-8; 1,511,704 shares of Common Stock, par value \$0.0001 per share, of Praxis Precision Medicines, Inc.

To the addressee set forth above:

We have acted as special counsel to Praxis Precision Medicines, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “*Commission*”) of a registration statement on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance by the Company of up to an aggregate of 1,511,704 shares of common stock of the Company, \$0.0001 par value per share (the “*Shares*”), issuable under the Praxis Precision Medicines, Inc. 2020 Stock Option and Incentive Plan (the “*2020 Plan*”) and the Praxis Precision Medicines, Inc. 2020 Employee Stock Purchase Plan (together with the 2020 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 the prospectus forming a part thereof, 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 the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

**LATHAM & WATKINS** LLP

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 purchasers, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards 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 the 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

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Praxis Precision Medicines, Inc. 2020 Stock Option and Incentive Plan and the Praxis Precision Medicines, Inc. 2020 Employee Stock Purchase Plan of our reports dated February 19, 2026, with respect to the consolidated financial statements of Praxis Precision Medicines, Inc. and the effectiveness of internal control over financial reporting of Praxis Precision Medicines, 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

Boston, Massachusetts  
February 19, 2026

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# Calculation of Filing Fee Tables

## S-8

### Praxis Precision Medicines, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, \$0.0001 par value per share	Other	1,511,704	\$ 313.40	\$ 473,768,033.60	0.0001381	\$ 65,427.37
Total Offering Amounts:					\$ 473,768,033.60		\$ 65,427.37
Total Fee Offsets:							\$ 22,740.73
Net Fee Due:							\$ 42,686.64

#### Offering Note

<sup>1</sup> This Registration Statement on Form S-8 (the "Registration Statement") registers the offer and sale of 1,259,754 shares of Common Stock that may become issuable under the registrant's Stock Option and Incentive Plan, as amended and restated (the "2020 Plan") pursuant to its terms and 251,950 shares of common stock that may become issuable under the registrant's 2020 Employee Stock Purchase Plan ("2020 ESPP") pursuant to its terms. 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 that may become issuable under the 2020 Plan or the 2020 ESPP to prevent dilution resulting from any stock split, stock dividend or similar transaction. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein. The proposed maximum offering price per share is estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The maximum price per share and maximum aggregate offering price are based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on February 11, 2026, which date is within five business days prior to filing this Registration Statement.

Table 2: Fee Offset Claims and Sources

Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
<b>Rule 457(p)</b>											
Fee Offset Claims	1 Praxis Precision Medicines, Inc.	S-3	333-277656	03/05/2024		\$ 22,740.73	Unallocated (Universal) Shelf	Unallocated (Universal) Shelf	0	\$ 154,069,953.42	
Fee Offset Sources	2 Praxis Precision Medicines, Inc.	S-3	333-277656		03/05/2024						\$ 22,740.73

#### Rule 457(p) Statement of Withdrawal, Termination, or Completion:

<sup>1</sup> On March 5, 2024, the registrant filed with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333-277656) for the offer and issuance of \$750,000,000 of its securities, which was declared effective on March 12, 2024 (the "Source Registration Statement") and for which the registrant paid a filing fee of \$105,280.86. On December 23, 2024, the registrant filed a registration statement on Form S-3ASR (File No. 333-284016) (the "New Registration Statement"). Upon filing of the New Registration Statement, the offering of securities under the Source Registration Statement terminated, with \$404,069,953.42 of the registrant's securities remaining unsold under the Source Registration Statement. The registrant previously paid a filing fee of \$59,640.73 (the "Remaining Fee") for such unsold securities. The registrant carried forward to the New Registration Statement \$250,000,000 of securities that were previously registered under the Source Registration State, utilizing \$36,900 of the Remaining Fee. As a result, following the filing of the New Registration Statement, the registrant still had \$22,740.73 of the Remaining Fee available for application to subsequent registration statements. In accordance with Rule 457(p) of the Securities Act, such unused filing fees are being used to offset the filing fee currently due for this Registration Statement.

#### Offset Note

On March 5, 2024, the registrant filed with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333-277656) for the offer and issuance of \$750,000,000 of its securities, which was declared effective on March 12, 2024 (the "Source Registration Statement") and for which the registrant paid a filing fee of \$105,280.86. On December 23, 2024, the registrant filed a registration statement on Form S-3ASR (File No. 333-284016) (the "New Registration Statement"). Upon filing of the New Registration Statement, the offering of securities under the Source Registration Statement terminated, with \$404,069,953.42 of the registrant's securities remaining unsold under the Source Registration Statement. The registrant previously paid a filing fee of \$59,640.73 (the "Remaining Fee") for such unsold securities. The registrant carried forward to the New Registration Statement \$250,000,000 of securities that were previously registered under the Source Registration State, utilizing \$36,900 of the Remaining Fee. As a result, following the filing of the New Registration Statement, the registrant still had \$22,740.73 of the Remaining Fee available for application to subsequent registration statements. In accordance with Rule 457(p) of the Securities Act, such unused filing fees are being used to offset the filing fee currently due for this Registration Statement.

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