# VIA TRANSPORTATION, INC.

## FORM S-8
(Securities Registration: Employee Benefit Plan)

Filed 08/06/26

| | |
|---|---|
| Address | C/O VIA TRANSPORTATION<br>114 FIFTH AVENUE, 17TH FLOOR<br>NEW YORK, NY, 10011 |
| Telephone | 747-222-6350 |
| CIK | 0001603015 |
| Symbol | VIA |
| SIC Code | 7372 - Services-Prepackaged Software |
| Industry | Software |
| Sector | Technology |
| Fiscal Year | 12/31 |

**As filed with the Securities and Exchange Commission on August 6, 2026**

**Registration No. 333-**

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

# FORM S-8

**REGISTRATION STATEMENT**
**UNDER THE SECURITIES ACT OF 1933**

# VIA TRANSPORTATION, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware** | **45-5372621** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **114 5th Ave, 17th Floor, New York, NY** | **10011** |
| (Address of Principal Executive Offices) | (Zip Code) |

**Via Transportation, Inc. 2025 Omnibus Incentive Plan**
(Full title of the plans)

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**Daniel Ramot**
**Chief Executive Officer**
**Clara Fain**
**Chief Financial Officer**
**Via Transportation, Inc.**
**114 5th Ave. 17th Floor**
**New York, NY 10011**
(Name and address of agents for service)

**(917) 877-0915**
(Telephone number, including area code, of agent for service)

***Copies to:***

| | |
|---|---|
| **Colin J. Diamond** | **Matthew S. Levine** |
| **Shai Marshall** | **Chief Legal Officer** |
| **Paul Hastings LLP** | **Via Transportation, Inc.** |
| **200 Park Avenue** | **114 5th Ave, 17th Floor** |
| **New York, NY 10016** | **New York, NY 10011** |
| **(212) 318-6000** | **(917) 877-0915** |

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. ☐

**EXPLANATORY NOTE; INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8**

Pursuant to General Instruction E of Form S-8, Via Transportation, Inc. (the "Registrant" or the "Company") is filing this Registration Statement with the Securities and Exchange Commission (the "SEC") to register 3,863,489 additional shares of Registrant's Class A common stock, par value $0.00001 per share, reserved for issuance under the Via Transportation, Inc. 2025 Omnibus Incentive Plan (the "2025 Plan") resulting from an automatic annual increase as of January 1, 2026. This Registration Statement hereby incorporates by reference the contents of the Registrant's previous Registration Statement on Form S-8 filed with the SEC on September 26, 2025 (File No. 333-290556).

## Part I

## INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

## Part II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 6, 2026;

(b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, filed with the SEC on May 12, 2026;

(c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, filed with the SEC on August 6, 2026;

(d) The Registrant's Current Reports on Form 8-K filed with the SEC on May 21, 2026 and July 10, 2026; and

(e) The description of the Registrant's Class A common stock contained in Exhibit 4.2 to the Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 6, 2026, including any amendment or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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 in this Registration Statement and to be part hereof from the date of filing of such documents with the SEC; *provided, however,* that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement..

Any statement contained 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 that also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this Registration Statement 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.

Under no circumstances will any information furnished under Items 2.02 or 7.01 of Current Report on Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

**Item 8. Exhibits.**

The following exhibits are filed herewith or incorporated herein by reference.

| Exhibit Number | Description |
|---|---|
| 4.1 | Amended and Restated Certificate of Incorporation of Via Transportation, Inc. (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8 (File No. 333-290556) filed by the Registrant on September 26, 2025). |
| 4.2 | Amended and Restated Bylaws of Via Transportation, Inc. (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8 (File No. 333-290556) filed by the Registrant on September 26, 2025). |
| 5.1* | Opinion of Paul Hastings LLP. |
| 23.1* | Consent of Deloitte & Touche LLP. |
| 23.2* | Consent of Paul Hastings LLP (included in Exhibit 5.1). |
| 24.1* | Power of Attorney (included on the signature page of this Registration Statement). |
| 99.1+ | Via Transportation, Inc. 2025 Omnibus Incentive Plan (incorporated by reference to Exhibit 99.5 to the Registration Statement on Form S-8 (File No. 333-290556) filed by the Registrant on September 26, 2025). |
| 99.2+ | Form of Restricted Stock Unit Agreement under Via Transportation, Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1 (File No. 333-289624), filed by the Registrant on August 15, 2025). |
| 107* | Filing Fee Table. |

* Filed herewith.

+ Indicates a management contract or compensatory plan.

## 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 New York, State of New York, on August 6, 2026.

**VIA TRANSPORTATION, INC.**

| | |
|---|---|
| By: | /s/ Daniel Ramot |
| Name: | Daniel Ramot |
| Title: | Chief Executive Officer |

**POWER OF ATTORNEY**

We, the undersigned directors and officers of the Registrant, hereby severally constitute and appoint Daniel Ramot and Matthew Levine, and each of them singly, our true and lawful attorneys, with full power of substitution, for each of them singly, to do any and all acts and all things and to execute any and all instruments which said attorneys and agents may deem necessary or desirable to enable the Registrant to comply with the Securities Act and any rules, regulations and requirements of the Securities and Exchange Commission thereunder, including, without limitation, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 (this “Registration Statement”) to be filed with the SEC, and any and all pre-effective and post-effective amendments or supplements to this Registration Statement (whether such amendments or supplements are filed before or after the effective date of this Registration Statement), and any related registration statement filed pursuant to Rule 462 under the Securities Act, and any and all instruments or documents filed as part of or in connection with this Registration Statement or any and all amendments thereto (whether such amendments are filed before or after the effective date of this Registration Statement); and each of the undersigned hereby ratifies and confirms all that such attorneys and agents shall 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 dates indicated.

| Signature | Title | Date |
| --- | --- | --- |
| /s/ Daniel Ramot<br>Daniel Ramot | Chief Executive Officer and Director<br>(Principal Executive Officer) | August 6, 2026 |
| /s/ Clara Fain<br>Clara Fain | Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) | August 6, 2026 |
| /s/ Guido de Boer<br>Guido de Boer | Director | August 6, 2026 |
| /s/ Arnon Dinur<br>Arnon Dinur | Director | August 6, 2026 |
| /s/ William Nix<br>William Nix | Director | August 6, 2026 |
| /s/ Nechemia Peres<br>Nechemia Peres | Director | August 6, 2026 |
| /s/ Charles H. Rivkin<br>Charles H. Rivkin | Director | August 6, 2026 |
| /s/ Sarah E. Smith<br>Sarah E. Smith | Director | August 6, 2026 |

# Calculation of Filing Fee Tables

# S-8

# Via Transportation, 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 | Class A common stock, par value $0.00001 | Other | 3,863,489 | $ 19.84 | $ 76,651,621.76 | 0.0001381 | $ 10,585.59 |
| | | | | Total Offering Amounts: | | $ 76,651,621.76 | | $ 10,585.59 |
| | | | | Total Fee Offsets: | | | | $ 0.00 |
| | | | | Net Fee Due: | | | | $ 10,585.59 |

**Offering Note**

1

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 shall be deemed to cover any additional securities that may be offered and issued to prevent dilution resulting from stock splits, stock distributions, recapitalizations or other similar transactions.

The "Proposed Maximum Offering Price" is estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and is calculated based upon $19.84, the average of the high and low sales price of the registrant's Class A common stock on the New York Stock Exchange on July 31, 2026, which is a date within five business days prior to the date of filing this registration statement.

The "Amount Registered" represents 3,863,489 additional shares reserved for issuance under the Via Transportation, Inc. 2025 Omnibus Incentive Plan.

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### 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 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Rule 457(p) | | | | | | | | | | | | |
| Fee Offset Claims | | | | | | | | | | | | |
| Fee | | | | | | | | | | | | |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Offset Sources | | | | | | | | | | | | |

PAUL HASTINGS

**Exhibit 5.1**

August 6, 2026 102638.00001

Via Transportation, Inc.
114 5th Avenue, 17th Floor
New York, NY 10011

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Via Transportation, Inc., a Delaware corporation (the "***Company***"), in connection with the preparation of the registration statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the "***Commission***") on the date hereof (the "***Registration Statement***") to effect registration under the Securities Act of 1933, as amended (the "***Securities Act***"), of 3,863,489 shares (the "***Shares***") of the Company's Class A common stock, $0.00001 par value per share ("***Common Stock***"), reserved for awards available for future issuance under the Company's 2025 Omnibus Incentive Plan (the "***2025 Plan***").

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

(i) the Registration Statement;

(ii) the Amended and Restated Certificate of Incorporation of the Company (the "***Certificate of Incorporation***"), as amended from time to time, as certified as of August 6, 2026 by the Office of the Secretary of State of the State of Delaware;

(iii) the Amended and Restated Bylaws of the Company as presently in effect, as certified by an officer of the Company on August 6, 2026;

(iv) the 2025 Plan and the forms of award agreements related thereto that were attached as exhibits to the Registration Statement or otherwise incorporated by reference into the Registration Statement;

(v) a certificate, dated as of August 6, 2026, from the Office of the Secretary of State of the State of Delaware, as to the existence and good standing of the Company in the State of Delaware (the "***Good Standing Certificate***"); and

(vi) the resolutions adopted by the board of directors of the Company and by the stockholders of the Company regarding the 2025 Plan and other matters related thereto, as certified by an officer of the Company on August 6, 2026.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. We have also assumed that the individual issuances, grants, awards or grants of purchase rights under the 2025 Plan will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the 2025 Plan and the agreements, forms of instrument, awards and grants duly adopted thereunder. We have also assumed that upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Certificate of Incorporation.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the 2025 Plan and the applicable award agreements or forms of instrument evidencing purchase rights thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the preparation and filing of the Registration Statement. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

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

Very truly yours,

/s/ Paul Hastings LLP

Exhibit 23.1

# CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 6, 2026, relating to the financial statements of Via Transportation, Inc., appearing in the Annual Report on Form 10-K of Via Transportation, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

New York, New York

August 6, 2026