As filed with the Securities and Exchange Commission on November 16, 2026.

Registration No. 333-

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

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

MOBIX LABS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**3674**	**98-1591717**
(State or other jurisdiction of Incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(IRS Employer Identification Number)

1 Venture, Suite 220
Irvine, California 92618
(949) 808-8888
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Amended and Restated 2023 Equity Incentive Plan
(Full Title of the Plan)

Keyvan Samini
President and Chief Financial Officer
1 Venture, Suite 220
Irvine, California 92618
(949) 808-8888
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Raymond Lee, Esq.
Laurie L. Green, Esq.
Greenberg Traurig, LLP
18565 Jamboree Road
Suite 500
Irvine, CA 92612
(949) 732-6510

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

Pursuant to General Instruction E of Form S-8, Mobix Labs, Inc. (the "Registrant") is filing this Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering an additional 4,500,000 shares (the "Additional Shares") of the Registrant's Class A common stock, par value $0.00001 per share ("Class A Common Stock"), that may be issued pursuant to the Registrant's 2023 Equity Incentive Plan (the "Plan") due to an increase in the number of shares authorized under the Plan.

The Registrant previously registered shares of Class A Common Stock related to the Plan on the registration statements on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on April 16, 2024 (File No. 333-278709), March 28, 2025 (File No. 333-286200) and April 27, 2026 (File No. 333-295349) (the "Prior Registration Statements"). Pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering the Additional Shares under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements, except as set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the SEC are incorporated herein by reference:

(a) The Registrant's prospectus, dated September 3, 2026, filed pursuant to Rule 424(b) under the Securities Act, relating to the Registrant's Registration Statement on Form S-1 (File No. 333-298645).

(b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended December 31, 2025, March 31, 2026, and June 30, 2026, filed on February 12, 2026, May 20, 2026 and August 18, 2026.

(c) The Registrant's Current Reports on Form 8-K, filed on October 21, 2025, October 30, 2025, January 6, 2026, January 7, 2026, March 3, 2026, March 25, 2026, April 3, 2026, April 9, 2026, May 19, 2026, June 10, 2026, June 26, 2026, July 29, 2026, August 28, 2026, October 5, 2026, October 19, 2026 and November 13, 2026;

(d) The Registrant's Definitive Proxy Statement on Schedule 14A filed on March 6, 2026, to the extent incorporated by reference in the Registrant's Annual Report on Form 10-K for the year ended September 30, 2025; and

(e) Form 8-A filed on July 15, 2021 pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), including any amendment or reports filed thereafter for the purpose of updating such description, including Exhibit 4.9 to the Registrant's Annual Report on Form 10-K for the year ended September 30, 2024.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (not including any information furnished under Items 2.02 or Item 7.01, or related exhibits under Item 9.01, of Form 8-K, which information is not incorporated by reference herein) prior to the filing of a post-effective amendment 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 hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a statement contained herein 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 that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

SELECTED FINANCIAL DATA

Reverse Stock Split

On April 2, 2026, the Registrant filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Amendment"), with the Secretary of State of the State of Delaware to effect a one-for-ten (1:10) reverse stock split (the "Reverse Stock Split") of the Registrant's issued and outstanding shares of Class A Common Stock and Class B Common Stock. The Reverse Stock Split became effective at 4:00 p.m. Eastern Time on April 6, 2026, and the Registrant's Class A Common Stock began trading on the Nasdaq Capital Market on a post-split adjusted basis on April 7, 2026.

As a result of the Reverse Stock Split, every ten shares of Common Stock issued and outstanding were converted into one share of Common Stock, and the number of outstanding shares of Class A Common Stock was reduced from approximately 103,555,848 shares to approximately 10,355,525 shares as of April 6, 2026. No fractional shares were issued in connection with the Reverse Stock Split, and cash was paid in lieu of fractional shares. The Reverse Stock Split did not change the par value of the Common Stock or the authorized number of shares of Common Stock. The CUSIP number for the Class A Common Stock following the Reverse Stock Split is 60743G209.

The audited consolidated financial statements of the Registrant for the fiscal years ended September 30, 2025 and 2024 included in the Registrant's prospectus dated September 3, 2026, filed with the SEC pursuant to Rule 424(b) under the Securities Act and relating to the Registrant's Registration Statement on Form S-1 (File No. 333-298645), and the unaudited condensed consolidated financial statements included in the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2026 and June 30, 2026, filed with the SEC on May 20, 2026 and August 18, 2026, respectively, give retrospective effect to the Reverse Stock Split for all periods presented.

The Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2025, filed with the SEC on February 12, 2026, was filed prior to the Reverse Stock Split and does not give effect to the Reverse Stock Split. To the extent that share or per-share information contained in this report is inconsistent with the information presented below or in the documents described in the preceding paragraph, such information is modified and superseded as described below.

The following selected financial data has been derived from the Registrant's unaudited condensed consolidated financial statements included in its Quarterly Report on Form 10-Q for the quarter ended December 31, 2025, as adjusted to reflect the Reverse Stock Split for all periods presented.

The Registrant's historical results are not necessarily indicative of the results that may be expected in the future, and the results for interim periods are not necessarily indicative of the results to be expected for the full fiscal year.

As Reported *(unaudited, in thousands, except share and per share amounts)*

Three months ended	**December 31, 2025**	**December 31, 2024**
Net loss and comprehensive loss	$ (10,125)	$ (19,839)
Net loss per share of Class A and Class B Common Stock:		
Basic	$ (0.16)	$ (0.52)
Diluted	$ (0.16)	$ (0.52)
Weighted-average common shares outstanding:		
Basic	63,058,761	38,425,566
Diluted	63,058,761	38,425,566
Class A Common Stock issued and outstanding at period end	66,653,248	34,652,774
Class B Common Stock issued and outstanding at period end	2,004,901	2,004,901

As Adjusted for the Reverse Stock Split *(unaudited, in thousands, except share and per share amounts)*

Three months ended	**December 31, 2025**	**December 31, 2024**
Net loss and comprehensive loss	$ (10,125)	$ (19,839)
Net loss per share of Class A and Class B Common Stock:		
Basic	$ (1.61)	$ (5.16)
Diluted	$ (1.61)	$ (5.16)
Weighted-average common shares outstanding:		
Basic	6,305,876	3,842,557
Diluted	6,305,876	3,842,557
Class A Common Stock issued and outstanding at period end	6,665,325	3,465,277
Class B Common Stock issued and outstanding at period end	200,491	200,491

Item 8. Exhibits

(a) Exhibits.

Exhibit No.	Description
4.1	Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on December 28, 2023).
4.2	Specimen Warrant Certificate (incorporated by reference to Exhibit 4.2 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on December 28, 2023).
4.3	Warrant Agreement, dated July 19, 2021, by and between Chavant and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.1 to Chavant's Current Report on Form 8-K filed on July 23, 2021).
4.4	Amendment to the Warrant Agreement, dated December 21, 2023, by and between Chavant Capital Acquisition Corp. and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.4 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on December 28, 2023).
4.5	Form of Pre-Funded Warrant, dated July 24, 2024 (incorporated by reference to Exhibit 4.1 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on July 24, 2024).
4.6	Form of Placement Agent Warrant, dated July 24, 2024 (incorporated by reference to Exhibit 4.4 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on July 24, 2024).
4.7	Form of Pre-Funded Warrant, dated April 7, 2025 (incorporated by reference to Exhibit 4.2 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on April 7, 2025).
4.8	Form of Placement Agent Warrant, dated April 7, 2025 (incorporated by reference to Exhibit 4.3 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on April 7, 2025).
4.9	Form of Placement Agent Warrant (incorporated by reference to Exhibit 4.3 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on September 4, 2025).
4.10	Form of Accredited Investor Warrant (incorporated by reference to Exhibit 4.15 to the Registrant's Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-287493), filed with the SEC on October 14, 2025).
4.11	Form of Amended and Restated Series A Warrant (incorporated by reference to Exhibit 4.1 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on October 30, 2025).
4.12	Form of Amended and Restated Series B Warrant (incorporated by reference to Exhibit 4.2 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on October 30, 2025).
4.13	Form of Amended and Restated Common Warrant (incorporated by reference to Exhibit 4.13 to Mobix Labs, Inc.'s Annual Report on Form 10-K filed on January 13, 2026).
4.14	Form of Amended and Restated Inducement Warrant (incorporated by reference to Exhibit 4.4 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on October 30, 2025).
4.15	Form of Warrant (incorporated by reference to Exhibit 4.5 to Mobix Labs, Inc.'s Current Report on Form 8-K filed on October 30, 2025).
4.16	Description of Securities (incorporated by reference to Exhibit 4.9 to Mobix Labs, Inc.'s Annual Report on Form 10-K filed on December 26, 2024).
4.17	Senior Secured Convertible Promissory Note in favor of Leviston Resources, LLC dated as of March 31, 2026 (incorporated by reference to Exhibit 4.17 to the Registrant's Registration Statement on Form S-1 (File No. 333-295357), filed with the SEC on April 27, 2026).
4.18	First Amendment to Securities Purchase Agreement and Senior Secured Convertible Promissory Note in favor of Leviston Resources, LLC dated as of May 13, 2026 (incorporated by reference to Exhibit 4.2 of Mobix Labs, Inc.'s Quarterly Report on Form 10-Q filed on May 20, 2026).
4.19	Preferred Stock Purchase Warrant, dated May 19, 2026, in favor of Kips Bay Select, LP (incorporated by reference to Exhibit 4.3 of Mobix Labs, Inc.'s Quarterly Report on Form 10-Q filed on May 20, 2026).
4.20	Preferred Stock Purchase Warrant, dated August 28, 2026, in favor of Kips Bay Select, LP (incorporated by reference to Exhibit 4.2 of Mobix Labs, Inc.'s Current Report on Form 8-K filed on August 28, 2026).
4.21	Certificate of Designation of Series A 10% Convertible Preferred Stock (incorporated by reference to Exhibit 4.20 to the Registrant's Registration Statement on Form S-1 (File No. 333-296928) filed with the SEC on June 22, 2026).
4.22	Amended and Restated Senior Secured Convertible Promissory Note in favor of Leviston Resources, LLC dated as of June 22, 2026 (incorporated by reference to Exhibit 4.1 of Mobix Labs, Inc.'s Current Report on Form 8-K filed on June 26, 2026).
4.23	Senior Secured Convertible Promissory Note in favor of Leviston Resources, LLC dated as of August 28, 2026 (incorporated by reference to Exhibit 4.1 of Mobix Labs, Inc.'s Current Report on Form 8-K filed on August 28, 2026).
5.1*	Opinion of Greenberg Traurig, P.A.
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2*	Consent of Greenberg Traurig, P.A. (included as part of Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Mobix Labs, Inc. Amended and Restated 2023 Equity Incentive Plan and related forms of award agreements (incorporated by reference to Exhibit 10.4 of Mobix Labs, Inc.'s Registration Statement on Form S-1 (File No. 333-299747) filed on October 30, 2026 with the SEC).
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 Irvine, State of California, on November 16, 2026.

Mobix Labs, Inc.

By: */s/ Philip Sansone*
Name: Philip Sansone
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Philip Sansone and Keyvan Samini, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, 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, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Philip Sansone Philip Sansone	Chief Executive Officer (*Principal Executive Officer*)	November 16, 2026
/s/ Keyvan Samini Keyvan Samini	President and Chief Financial Officer (*Principal Financial and Accounting Officer*)	November 16, 2026
/s/ James Peterson James Peterson	Director	November 16, 2026
/s/ David Aldrich David Aldrich	Director	November 16, 2026
/s/ Kurt Busch Kurt Busch	Director	November 16, 2026
/s/ William Carpou William Carpou	Director	November 16, 2026
/s/ Frederick Goerner Frederick Goerner	Director	November 16, 2026
/s/ Michael Long Michael Long	Director	November 16, 2026

Exhibit 5.1

Greenberg Traurig, P.A.
401 E. Las Olas Blvd., Suite 2000
Ft. Lauderdale, FL 33301

November 16, 2026

Mobix Labs, Inc.
1 Venture, Suite 220
Irvine, California 92618

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Mobix Labs, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"). Such Registration Statement relates to the registration by the Company of an additional 4,500,000 shares (the "Shares") of the Company's Class A common stock, $0.00001 par value per share, issuable pursuant to the 2023 Equity Incentive Plan (the "Plan").

In so acting, we have examined, considered and relied upon copies of the following documents: (1) the Registration Statement, (2) the Company's Certificate of Incorporation, (3) the Company's Amended and Restated Bylaws, (4) the Plan, and (5) such other documents and instruments that we have deemed necessary for the expression of the opinions contained herein. In our examination of the aforesaid documents, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all copies.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from the documents referred to above and the representations and warranties made by representatives of the Company to us. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered by the Company in accordance with the Plan will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

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 included within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Greenberg Traurig, P.A.
Greenberg Traurig, P.A.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Mobix Labs, Inc. of our report dated January 12, 2026, except for the effects of the reverse stock split discussed in Note 21 to the consolidated financial statements, as to which the date is April 27, 2026 relating to the financial statements of Mobix Labs, Inc., which appears in the prospectus dated September 3, 2026, filed pursuant to Rule 424(b) under the Securities Act of 1933, relating to the Registration Statement on Form S-1 (File No. 333-298645).

/s/ PricewaterhouseCoopers LLP
Irvine, California
November 16, 2026

Calculation of Filing Fee Tables

S-8

MOBIX LABS, 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 per share	Other	4,500,000	$ 0.5595	$ 2,517,750.00	0.000087	$ 219.04
				Total Offering Amounts:		$ 2,517,750.00		$ 219.04
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 219.04

Offering Note

1

Calculated solely for the purpose of computing the amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"). Pursuant to Rule 457(c) under the Securities Act, this price is calculated based on the average of the high and low prices of the Class A Common Stock, par value $0.00001 per share, of Mobix Labs, Inc. ("Common Stock") as reported on the Nasdaq Capital Market on November 12, 2026. This registration statement covers a total of 4,500,000 shares of Common Stock reserved for issuance under the 2023 Equity Incentive Plan. Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers an indeterminate number of additional shares of Common Stock which may be offered and issued by reason of any stock dividend, stock split, recapitalization or other similar transaction.

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											