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

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

ADEIA INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-4734590
(I.R.S. Employer
Identification Number)

3025 Orchard Parkway
San Jose, California 95134
(408) 473-2500
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

Adeia Inc. Amended and Restated 2020 Equity Incentive Plan
(Full title of the Plan)

Kevin Tanji, Esq.
Chief Legal Officer
Adeia Inc.
3025 Orchard Parkway
San Jose, California 95134
(408) 473-2500
(Name and address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:
Sarah K. Solum
Shira Oyserman
Freshfields US LLP
855 Main Street
Redwood City, California 94063
(650) 618-9520

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"/> (Do not check if a smaller reporting company)	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 provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed by Adeia Inc. (the “Registrant”) with the Securities and Exchange Commission (the “Commission” or “SEC”) for the purpose of registering an additional 10,700,000 shares of common stock, \$0.001 par value per share (the “Common Stock”) under the Adeia Inc. Amended and Restated 2020 Equity Incentive Plan (the “Amended and Restated 2020 Equity Incentive Plan”). These additional shares of Common Stock are additional securities of the same class as other securities for which an original registration statement (File No. 333-238846) on Form S-8 was filed with the Commission on June 1, 2020 and additional registration statements (File No. 333-264591 and File No. 333-279270) on Form S-8 were filed with the Commission on April 29, 2022 and May 9, 2024, respectively. Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statements, where applicable, are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

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 Commission are incorporated by reference into this Registration Statement:

- (1) The Registrant’s Annual Report on Form [10-K](#) for the fiscal year ended December 31, 2025, filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, on February 26, 2026 (the “2025 10-K”);
- (2) The Registrant’s Quarterly Report on Form [10-Q](#) for the fiscal quarter ended March 31, 2026, filed with the Commission on May 6, 2026;
- (3) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 26, 2026](#) and [May 4, 2026](#) (other than information “furnished” and not deemed to be “filed” in such Current Reports);
- (4) The information specifically incorporated by reference into the 2025 10-K from the Registrant’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on March 25, 2026; and
- (5) The description of the Registrant’s Common Stock contained in [Exhibit 4.1](#) to the 2025 10-K, including any amendments or reports filed for the purpose of updating such description, in which there is described the terms, rights and provisions applicable to the Registrant’s Common Stock.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) prior to the filing of a post-effective amendment to this Registration Statement that indicates that all of the shares of Common Stock offered have been sold or that deregisters all of such shares 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 reports and documents. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K shall not be incorporated by reference into this Registration Statement to the extent furnished but not filed.

Any statement contained herein or in a document all or a portion of which is 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 in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such 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.

A list of exhibits filed herewith or incorporated by reference is contained in the Exhibit Index immediately following the signature pages and is incorporated herein by reference.

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 San Jose, State of California, on May 8, 2026.

By: /s/ Kevin Tanji
Kevin Tanji
Chief Legal Officer and Corporate Secretary

POWER OF ATTORNEY

BE IT KNOWN BY THESE PRESENTS: That each person whose name is signed hereto has made, constituted and appointed, and does hereby make, constitute and appoint Keith A. Jones and Kevin Tanji his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution for him or her and his or her name, place and stead, in any and all capacities to sign the Registration Statement on Form S-8 and any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and the other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, each acting 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 to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or his substitutes, each acting alone, may lawfully do or cause to be done by virtue thereof.

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
<hr/> <i>/s/ Paul E. Davis</i> Paul E. Davis	Chief Executive Officer, President and Director (Principal Executive Officer)	May 8, 2026
<hr/> <i>/s/ Keith A. Jones</i> Keith A. Jones	Chief Financial Officer (Principal Financial and Accounting Officer)	May 8, 2026
<hr/> <i>/s/ Daniel Moloney</i> Daniel Moloney	Chairman of the Board of Directors	May 8, 2026
<hr/> <i>/s/ V. Sue Molina</i> V. Sue Molina	Director	May 8, 2026
<hr/> <i>/s/ Tonia O'Connor</i> Tonia O'Connor	Director	May 8, 2026
<hr/> <i>/s/ Adam Rymer</i> Adam Rymer	Director	May 8, 2026
<hr/> <i>/s/ Phyllis Turner-Brim</i> Phyllis Turner-Brim	Director	May 8, 2026
<hr/> <i>/s/ Sandeep Vij</i> Sandeep Vij	Director	May 8, 2026

EXHIBIT INDEX

Exhibit No.	Description
4.1	<u>Composite Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K filed with the SEC on March 1, 2023, and incorporated herein by reference)</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.2 to the Registrant's Quarterly on Form 10-Q filed with the SEC on November 9, 2022, and incorporated herein by reference)</u>
4.3	<u>Description of Capital Stock registered under section 12 of the Securities Exchange Act of 1934 (Exhibit 4.1 to the Registrant's Current Annual Report on Form 10-K filed with the SEC on February 26, 2026)</u>
4.4	<u>The Registrant's Amended and Restated 2020 Equity Incentive Plan (filed as Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 filed with the SEC on May 9, 2024)</u>
4.5*	<u>Form of Amendment to the Registrant's Amended and Restated 2020 Equity Incentive Plan (Appendix A to the Registrant's Proxy Statement for the 2026 Annual Meeting of Stockholders, filed on March 25, 2026)</u>
5.1*	<u>Opinion of Freshfields US LLP</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u>
23.2*	<u>Consent of Freshfields US LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on signature pages hereto)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

APPENDIX A

**FORM OF PLAN AMENDMENT TO ADEIA INC. AMENDED AND
RESTATED 2020 EQUITY INCENTIVE PLAN**

The Adeia Inc. Amended and Restated 2020 Equity Incentive Plan (the “Plan”) is hereby amended (this “Amendment”), effective as of _____, 2026.

1. Section 3(a) of the Plan is hereby amended in its entirety to read as follows:

“Subject to the provisions of Section 13 of the Plan, the maximum aggregate number of Shares which may be subject to Awards under the Plan is 36,400,000 shares; provided, however, that each Share issued under the Plan pursuant to a Previously-Issued Full-Value Award shall reduce the number of available Shares by one and one-half (1.5) shares. Shares issued upon exercise of Awards may be authorized but unissued, or reacquired Common Stock. Subject to the provisions of Section 13 of the Plan, the maximum aggregate number of Shares which may be issued pursuant to the exercise of Incentive Stock Options is 36,400,000.”

2. Except as modified by this Amendment, all the terms and provisions of the Plan as in effect immediately prior to this Amendment shall continue in full force and effect.

IN WITNESS WHEREOF, Adeia Inc. has caused this Amendment to be executed on its behalf by its duly-authorized officer as of the date set forth below.

ADEIA INC.

By:
Name:
Title:
Date:

Silicon Valley
855 Main Street
Redwood City, CA 94063
T +1 (650) 618-9250

freshfields.us

May 8, 2026

Adeia Inc.
3025 Orchard Parkway
San Jose, CA 95134

Ladies and Gentlemen:

Adeia Inc., a Delaware corporation (the “*Company*”), has filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (the “*Registration Statement*”) for the purpose of registering under the Securities Act of 1933, as amended (the “*Securities Act*”), an additional 10,700,000 shares of common stock, par value \$0.001 per share (the “*Securities*”), that may be issued under the Adeia Inc. Amended and Restated 2020 Equity Incentive Award Plan, as amended and restated (the “*Plan*”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based upon the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that, in our opinion, as of the date hereof, the Securities have been duly authorized and, when and to the extent issued, delivered and paid for in accordance with the Plan, will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of New York and California and the foregoing opinion is limited to the General Corporation Law of the State of Delaware.

FRESHFIELDS

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Adeia Inc. of our report dated February 26, 2026 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Adeia Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP
San Jose, California
May 8, 2026
