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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

CABALETTA BIO, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

82-1685768
(I.R.S. Employer
Identification No.)

2929 Arch Street, Suite 600
Philadelphia, PA
(Address of principal executive offices)

19104
(Zip Code)

Cabaletta Bio, Inc. 2019 Stock Option and Incentive Plan
Cabaletta Bio, Inc. 2019 Employee Stock Purchase Plan
Cabaletta Bio, Inc. 2025 Inducement Plan
(Full title of the plan)

Steven Nichtberger
President and Chief Executive Officer
Cabaletta Bio, Inc.
2929 Arch Street, Suite 600
Philadelphia, PA 19104
(267) 759-3100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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 type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Emerging growth company	<input type="checkbox"/>
		Smaller reporting company	<input checked="" 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 on Form S-8 (this “Registration Statement”) is being filed for the purposes of registering (i) an additional 4,019,172 shares of common stock, par value \$0.00001 per share (“Common Stock”), of Cabaletta Bio, Inc. (the “Registrant”) that may be issued pursuant to the Cabaletta Bio, Inc. 2019 Stock Option and Incentive Plan (the “2019 Plan”), (ii) an additional 234,229 shares of Common Stock that may be issued pursuant to the Cabaletta Bio Inc. 2019 Employee Stock Purchase Plan (the “2019 ESPP”), and (iii) 275,000 shares of common stock that may be issued pursuant to the Cabaletta Bio, Inc. 2025 Inducement Plan (the “Inducement Plan”).

2019 Plan Evergreen Increase

The number of shares of common stock reserved and available for issuance under the 2019 Plan is subject to an automatic annual increase on each January 1 by an amount equal to four percent (4%) of the number of shares of common stock issued and outstanding on the immediately preceding December 31. Accordingly, on January 1, 2026, the number of shares of common stock reserved and available for issuance under 2019 Plan increased by 4,019,172. This Registration Statement registers these additional 4,019,172 shares of common stock. The additional shares are of the same class as other securities relating to the 2019 Plan for which the Registrant’s registration statements on Form S-8, File No. 333-234367, filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on [October 29, 2019](#), File No. 333-237484, filed by the Registrant with the SEC on [March 30, 2020](#), File No. 333-254342, filed by the Registrant with the SEC on [March 16, 2021](#), File No. 333-263637, filed by the Registrant with the SEC on [March 17, 2022](#), File No. 333-270595, filed by the Registrant with the SEC on [March 16, 2023](#), File No. 333-273863, filed by the Registrant with the SEC on [August 10, 2023](#), File No. 333-278124, filed by the Registrant with the SEC on [March 21, 2024](#) and File No. 333-286246, filed by the Registrant with the SEC on [March 31, 2025](#), are effective.

2019 ESPP Evergreen Increase

The number of shares of common stock reserved and available for issuance under the 2019 ESPP is subject to an automatic annual increase on each January 1 by an amount equal to the lesser of: (i) 234,229 shares of common stock, (ii) one percent (1%) of the number of shares of common stock issued and outstanding on the immediately preceding December 31, or (iii) such number of shares of common stock as determined by the Administrator (as defined in the 2019 ESPP). Accordingly, on January 1, 2026, the number of shares of common stock reserved and available for issuance under the 2019 ESPP increased by 234,229. This Registration Statement registers these additional 234,229 shares of common stock. The additional shares are of the same class as other securities relating to the 2019 ESPP for which the Registrant’s registration statements on Form S-8, File No. 333-234367, filed by the Registrant with the SEC on [October 29, 2019](#), File No. 333-237484, filed by the Registrant with the SEC on [March 30, 2020](#), File No. 333-254342, filed by the Registrant with the SEC on [March 16, 2021](#), are effective.

The information contained in the Registrant’s registration statements on Form S-8, File No. 333-234367, filed by the Registrant on [October 29, 2019](#), File No. 333-237484, filed by the Registrant on [March 30, 2020](#), File No. 333-254342, filed by the Registrant on [March 16, 2021](#), File No. 333-263637, filed by the Registrant on [March 17, 2022](#), File No. 333-270595, filed by the Registrant on [March 16, 2023](#), File No. 333-273863, filed by the Registrant on [August 10, 2023](#), File No. 333-278124, filed by the Registrant on [March 21, 2024](#) and File No. 333-286246, filed by the Registrant on [March 31, 2025](#), is hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits.

2025 Inducement Plan

On October 1, 2025, the Board of Directors of the Registrant (the “Board”) adopted the Inducement Plan, effective as of October 1, 2025, pursuant to which the Registrant reserved 275,000 shares of common stock to be issued exclusively for grants of equity-based awards to individuals who were not previously employees or directors of the Registrant, as an inducement material to the individual’s entry into employment with the Registrant within the meaning of Rule 5635(c)(4) of the Marketplace Rules of the Nasdaq Stock Market (“Rule 5635(c)(4)”). The Inducement Plan provides for the grant of equity-based awards in the form of non-qualified stock options, stock appreciation rights, restricted stock units, restricted stock awards, unrestricted stock awards, and dividend equivalent rights. The Inducement Plan was adopted by the Board without stockholder approval pursuant to Rule 5635(c)(4). This Registration Statement registers these 275,000 shares of common stock.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in this Part I will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the rules and regulations of the SEC and the instructions to Form S-8, such documents are not being filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The Registrant will furnish without charge to each person to whom the prospectus is delivered, upon the written or oral request of such person, a copy of any and all of the documents incorporated by reference in Item 3 of Part II of this Registration Statement, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference to the information that is incorporated) and any other documents required to be delivered pursuant to Rule 428 under the Securities Act. Those documents are incorporated by reference in the Section 10(a) prospectus. Requests should be directed to Cabaletta Bio, Inc., 2929 Arch Street, Suite 600, Philadelphia, PA 19104, Attention: Corporate Secretary, telephone number (267) 759-3100.

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 filed with the SEC:

- (a) Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on [March 23, 2026](#);
- (b) the information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the year ended December 31, 2025 from its definitive proxy statement on Schedule 14A (other than information furnished rather than filed), which will be filed with the SEC within 120 days of the fiscal year ended December 31, 2025;
- (c) the Registrant's Current Report on Form 8-K (other than information furnished rather than filed) filed with the SEC on [January 12, 2026](#); and
- (d) the description of common stock included in the Registrant's Registration Statement on Form 8-A filed with the SEC on [October 23, 2019](#), and as set forth by the description of the Registrant's securities set forth in Exhibit 4.2—Description of Securities to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on [March 23, 2026](#), including any amendments or reports filed for the purpose of updating such description.

In addition, all documents (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) subsequently filed with the SEC 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"), on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered herein 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 a part hereof 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 in any subsequently filed document which 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.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

The Registrant has adopted provisions in its third amended and restated certificate of incorporation and amended and restated bylaws that limit or eliminate the personal liability of the Registrant's directors to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director will not be personally liable to the Registrant or its stockholders for monetary damages or breach of fiduciary duty as a director, except for liability for:

- any breach of their duty of loyalty to the Registrant or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any unlawful payments related to dividends or unlawful stock purchases, redemptions or other distributions;
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, the Registrant's bylaws provide that:

- the Registrant will indemnify its directors, officers and, in the discretion of the Board, certain employees to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended, and
- the Registrant will advance reasonable expenses, including attorneys' fees, to its directors and, in the discretion of the Board, to its officers and certain employees, in connection with legal proceedings relating to their service for or on behalf of the Registrant, subject to limited exceptions.

The Registrant has entered into indemnification agreements with each of its directors and executive officers. These agreements provide that the Registrant will indemnify each of its directors, its executive officers and, at times, their affiliates to the fullest extent permitted by Delaware law. The Registrant will advance expenses, including attorneys' fees (but excluding judgments, fines and settlement amounts), to each indemnified director, executive officer or affiliate in connection with any proceeding in which indemnification is available and the Registrant will indemnify its directors and officers for any action or proceeding arising out of that person's services as a director or officer brought on behalf of the Registrant or in furtherance of its rights. Additionally, certain of the Registrant's directors or officers may have certain rights to indemnification, advancement of expenses or insurance provided by their affiliates or other third parties, which indemnification relates to and might apply to the same proceedings arising out of such director's or officer's services as a director referenced herein. Nonetheless, the Registrant has agreed in the indemnification agreements that its obligations to those same directors or officers are primary and any obligation of such affiliates or other third parties to advance expenses or to provide indemnification for the expenses or liabilities incurred by those directors are secondary. The Registrant also maintains general liability insurance which covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

Item 9. Undertakings.

(a)The Registrant hereby undertakes:

- (1)To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i)To include any prospectus required by Section 10(a)(3) of the Securities Act.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
4.1	<u>Third Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect (Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-39103) filed with the SEC on October 30, 2019).</u>
4.2	<u>Certificate of Amendment to the Third 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. 001-39103) filed with the SEC on June 10, 2025).</u>
4.3	<u>Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 of the registrant's Current Report on Form 8-K (File No. 001-39103) filed with the SEC on October 30, 2019).</u>
4.4	<u>Amendment No. 1 to the Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-39103) filed with the SEC on May 12, 2022).</u>
4.5	<u>Description of Securities (incorporated by reference to Exhibit 4.2 of the Registrant's Annual Report on Form 10-K (File No. 001-39103) filed with the SEC on March 23, 2026).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of Ernst & Young, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2019 Stock Option and Incentive Plan, and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the registrant's Registration Statement on Form S-1, as amended (File No. 333-234017) filed with the SEC on October 16, 2019).</u>
99.2	<u>2019 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.3 to the registrant's Registration Statement on Form S-1, as amended (File No. 333-234017) filed with the SEC on October 16, 2019).</u>
99.3	<u>2025 Inducement Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K (File No. 001-39103) filed on March 23, 2026).</u>
107*	<u>Filing Fee Table.</u>

* 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 Philadelphia, Commonwealth of Pennsylvania, on this 23rd day of March, 2026.

CABALETTA BIO, INC.

By: /s/ Steven Nichtberger
Steven Nichtberger, M.D.
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Steven Nichtberger and Anup Marda as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute 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, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steven Nichtberger</u> Steven Nichtberger, M.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 23, 2026
<u>/s/ Anup Marda</u> Anup Marda	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 23, 2026
<u>/s/ Catherine Bollard</u> Catherine Bollard, M.D.	Director	March 23, 2026
<u>/s/ Scott C. Brun</u> Scott C. Brun, M.D.	Director	March 23, 2026
<u>/s/ Richard Henriques</u> Richard Henriques	Director	March 23, 2026
<u>/s/ Mark Simon</u> Mark Simon	Director	March 23, 2026
<u>/s/ Shawn Tomasello</u> Shawn Tomasello	Director	March 23, 2026

Exhibit 5.1

March 23, 2026

Cabaletta Bio, Inc.
2929 Arch Street, Suite 600
Philadelphia, PA 19104

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 4,528,401 shares (the "Shares") of Common Stock, par value \$0.00001 per share ("Common Stock"), of Cabaletta Bio, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Stock Option and Incentive Plan, the Company's 2019 Employee Stock Purchase Plan and the Company's 2025 Inducement Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and when delivered against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

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

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Cabaletta Bio, Inc. 2019 Stock Option and Incentive Plan, Cabaletta Bio, Inc. 2025 Inducement Plan and Cabaletta Bio, Inc. 2019 Employee Stock Purchase Plan of our report dated March 23, 2026, with respect to the consolidated financial statements of Cabaletta Bio, 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

Philadelphia, Pennsylvania
March 23, 2026

Calculation of Filing Fee Table

Form S-8
(Form Type)

Cabaletta Bio, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	2019 Stock Option and Incentive Plan, Common Stock, \$0.00001 par value per share	Other	4,019,172	\$2.98	\$11,977,132.56	\$0.0001381	\$1,654.05
2	Equity	2019 Employee Stock Purchase Plan, Common Stock, \$0.00001 par value per share	Other	234,229	\$2.54	\$594,941.66	\$0.0001381	\$82.17
3	Equity	2025 Inducement Plan, Common Stock, \$0.00001 par value per share	Other	275,000	\$2.98	\$819,500.00	\$0.0001381	\$113.18
Total Offering Amounts						\$13,391,574.22		\$1,849.40
Total Fee Offsets								—
Net Fee Due								\$1,849.40

Offering Note

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of common stock, \$0.00001 par value per share (“Common Stock”), of Cabaletta Bio, Inc. (the “Registrant”), which become issuable under the Cabaletta Bio, Inc.’s 2019 Stock Option and Incentive Plan (the “2019 Plan”), the Cabaletta Bio, Inc.’s 2019 Employee Stock Purchase Plan (the “2019 ESPP”) or the Cabaletta Bio, Inc.’s 2025 Inducement Plan (the “Inducement Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein. (2) Represents an automatic increase of 4,019,172 shares of common stock to the number of shares available for issuance under the 2019 Plan, effective as of January 1, 2026. Shares available for issuance under the 2019 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on October 29, 2019 (File No. 333-234367), March 30, 2020 (File No. 333-237484), March 16, 2021 (File No. 333-254342), March 17, 2022 (File No. 333-263637), March 16, 2023 (File No. 333-270595), August 10, 2023 (File No. 333-273863), March 21, 2024 (333-278124) and March 31, 2025 (333-286246). (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on \$2.98, the average of the high and low sale prices of common stock as reported on the Nasdaq Global Select Market on March 19, 2026.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of common stock, \$0.00001 par value per share (“Common Stock”), of Cabaletta Bio, Inc. (the “Registrant”), which become issuable under the Cabaletta Bio, Inc.’s 2019 Stock Option and Incentive Plan (the “2019 Plan”), the Cabaletta Bio, Inc.’s 2019 Employee Stock Purchase Plan (the “2019 ESPP”) or the Cabaletta Bio, Inc.’s 2025 Inducement Plan (the “Inducement Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein. (4) Represents an automatic increase of 234,229 shares of common stock to the number of shares available for issuance under the 2019 ESPP, effective as of January 1, 2026. Shares available for issuance under the 2019 ESPP were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on October 29, 2019 (File No. 333-234367), March 30, 2020 (File No. 333-237484), and March 16, 2021 (File No. 333-254342). (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on 85% of \$2.98, the average of the high and low sale prices of common stock as reported on the Nasdaq Global Select Market on March 19, 2026. Pursuant to the 2019 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the applicable offering period or on the exercise date of the applicable offering period, whichever is less.
- (3) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of common stock, \$0.00001 par value per share (“Common Stock”), of Cabaletta Bio, Inc. (the “Registrant”), which become issuable under the Cabaletta Bio, Inc.’s 2019 Stock Option and Incentive Plan (the “2019 Plan”), the Cabaletta Bio, Inc.’s 2019 Employee Stock Purchase Plan (the “2019 ESPP”) or the Cabaletta Bio, Inc.’s 2025 Inducement Plan (the “Inducement Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein. (6) Represents 275,000 shares of common stock reserved for issuance under the Inducement Plan, effective as of October 1, 2025. (7) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on \$2.98, the average of the high and low sale prices of common stock as reported on the Nasdaq Global Select Market on March 19, 2026.
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