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

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**FORM S-8  
REGISTRATION STATEMENT**

*Under  
The Securities Act of 1933*

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**OUSTER, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**86-2528989**  
(I.R.S. Employer  
Identification No.)

**350 Treat Avenue**  
**San Francisco, CA 94110 (415) 949-0188**  
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

**Ouster, Inc. 2021 Incentive Award Plan**  
**Velodyne Lidar, Inc. 2020 Equity Incentive Plan**  
(Full title of the plan)

**Megan Chung**  
**General Counsel and Corporate Secretary**  
**350 Treat Avenue**  
**San Francisco, CA 94110 (415) 949-0188**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Drew Capurro**  
**Latham & Watkins LLP**  
**650 Town Center Drive, 20th Floor**  
**Costa Mesa, CA 92626**  
**(650) 328-4600**

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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"/> | Smaller reporting company | <input checked="" 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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering (i) an additional 3,265,507 shares of Ouster, Inc. (the “Company”) common stock, par value \$0.0001 per share (the “Common Stock”) issuable under the Company’s 2021 Incentive Award Plan (the “2021 Plan”) for which registration statements of the Company on Form S-8 (File Nos. [333-286017](#), [333-257859](#), [333-266140](#), [333-270847](#) and [333-278345](#)) are effective and (ii) an additional 1,190,020 shares of the Company’s Common Stock issuable under the Velodyne Lidar, Inc. 2020 Equity Incentive Plan (the “2020 Plan” and together with the 2021 Plan, the “Plans”) for which registration statements of the Company on Form S-8 (File Nos. [333-286017](#), [333-269748](#) and [333-278345](#)) are effective.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statements on Form S-8, File Nos. [333-286017](#), [333-257859](#), [333-266140](#), [333-270847](#), [333-269748](#), and [333-278345](#) previously filed with respect to the 2021 Plan and the 2020 Plan, respectively, are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

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

The following documents, which have been filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- a) the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed with the Commission on March 2, 2026; and
- b) the description of the Company’s shares of Common Stock contained in the Company’s Registration Statement on [Form 8-A12B](#), filed with the Commission on August 19, 2020, as updated in the exhibit titled “Description of Our Securities” filed as Exhibit 4.3 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Commission on March 2, 2026, as well as any additional amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement 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 or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any 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.**

| Exhibit Number | Exhibit Description  | Form       | File Number | Filing Date | Incorporated by Reference Exhibit | Filed Herewith |
|----------------|--|------------|-------------|-------------|-----------------------------------|----------------|
| 4.1            | <a href="#">Certificate of Incorporation of Ouster, Inc.</a>   | S-4<br>POS | 333-251611  | 3-10-2021   | 3.1                               |                |
| 4.2            | <a href="#">Certificate of Amendment to Certificate of Incorporation of Ouster, Inc.</a>             | 8-K        | 001-39463   | 4-20-2023   | 3.1                               |                |
| 4.3            | <a href="#">Second Amended and Restated Bylaws of Ouster, Inc. (effective as of April 18, 2024).</a> | 8-K        | 001-39463   | 4-22-2024   | 3.1                               |                |
| 5.1            | <a href="#">Opinion of Latham &amp; Watkins LLP.</a>   |            |             |             |                                   | *              |
| 23.1           | <a href="#">Consent of PricewaterhouseCoopers LLP.</a>   |            |             |             |                                   | *              |
| 23.2           | <a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</a>                       |            |             |             |                                   | *              |
| 24.1           | <a href="#">Power of Attorney (included on the signature page of the Registration Statement).</a>    |            |             |             |                                   | *              |
| 99.1           | <a href="#">Ouster, Inc. 2021 Incentive Award Plan.</a>  | 8-K        | 001-39463   | 03-15-2021  | 10.3                              |                |
| 99.2           | <a href="#">Velodyne Lidar, Inc. 2020 Equity Incentive Plan.</a>                                     | 8-K        | 001-38703   | 10-05-2020  | 10.2                              |                |
| 107.1          | <a href="#">Filing Fee Table.</a>  |            |             |             |                                   | *              |

\* Filed herewith.

## 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 San Francisco, State of California, on this 2nd day of March, 2026.

### OUSTER, INC.

By /s/ Kenneth P. Gianella  
Kenneth P. Gianella  
Chief Financial Officer

## SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Ouster, Inc., hereby severally constitute and appoint Angus Pacala, Kenneth P. Giannella and Megan Chung, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign this registration statement and any and all amendments (including post-effective amendments) to this registration statement and all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their 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, as amended, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

| <b>Signature</b>   | <b>Title</b>   | <b>Date</b>   |
|--|--|---------------|
| <u>/s/ Angus Pacala</u><br>Angus Pacala                          | Director, Co-Founder and Chief Executive Officer (Principal Executive Officer)         | March 2, 2026 |
| <u>/s/ Kenneth P. Gianella</u><br>Kenneth P. Gianella            | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March 2, 2026 |
| <u>/s/ Theodore L. Tewksbury</u><br>Theodore L. Tewksbury, Ph.D. | Chair of the Board of Directors  | March 2, 2026 |
| <u>/s/ Susan Heystee</u><br>Susan Heystee                        | Vice Chair of the Board of Directors   | March 2, 2026 |
| <u>/s/ Virginia Boulet</u><br>Virginia Boulet                    | Director   | March 2, 2026 |
| <u>/s/ Ernest Maddock</u><br>Ernest Maddock                      | Director   | March 2, 2026 |
| <u>/s/ Christina C. Correia</u><br>Christina C. Correia          | Director   | March 2, 2026 |
| <u>/s/ Stephen A. Skaggs</u><br>Stephen A. Skaggs                | Director   | March 2, 2026 |
| <u>/s/ Phillip M. Eyler</u><br>Phillip M. Eyler                  | Director   | March 2, 2026 |

650 Town Center Drive, 20th Floor  
 Costa Mesa, California 92626-1925  
 Tel: +1.714.540.1235 Fax: +1.714.755.8290  
 www.lw.com

## LATHAM & WATKINS LLP

### FIRM / AFFILIATE OFFICES

|             |                  |
|-------------|------------------|
| Austin      | Milan            |
| Beijing     | Munich           |
| Boston      | New York         |
| Brussels    | Orange County    |
| Chicago     | Paris            |
| Dubai       | Riyadh           |
| Düsseldorf  | San Diego        |
| Frankfurt   | San Francisco    |
| Hamburg     | Seoul            |
| Hong Kong   | Silicon Valley   |
| Houston     | Singapore        |
| London      | Tel Aviv         |
| Los Angeles | Tokyo            |
| Madrid      | Washington, D.C. |

March 2, 2026

Ouster, Inc.  
 350 Treat Avenue  
 San Francisco, California 94110

**Re: Registration Statement on Form S-8; 4,455,527 shares of Ouster, Inc. Common Stock, par value \$0.0001 per share**

To the addressee set forth above:

We have acted as special counsel to Ouster, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of an aggregate of 4,455,527 shares of its common stock, \$0.0001 par value per share (the "Shares"), which includes (i) up to 3,265,507 shares issuable under the Company's 2021 Incentive Award Plan (the "2021 Plan") and (ii) up to 1,190,020 shares issuable under the Velodyne Lidar, Inc. 2020 Equity Incentive Plan (the "2020 Plan") and, together with the 2021 Plan, the "Plans"). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on March 2, 2026 (the "Registration Statement").

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 related prospectuses, other than as expressly stated herein with respect to the issuance 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 recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, and assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, 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 issuance 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 as 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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Ouster Inc. of our report dated March 2, 2026 relating to the financial statements, which appears in Ouster Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP  
San Jose, California  
March 2, 2026

