

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FST Corp.

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of  
incorporation or organization)

Not Applicable

(I.R.S. Employer  
Identification Number)

No. 3, Gongye 1<sup>st</sup> Rd., Minxiong Township  
Chiayi County Taiwan

(Address of Principal Executive Offices)

621018

(Zip Code)

FST Corp. 2025 Omnibus Equity Incentive Plan

(Full Title of the Plan)

COGENCY GLOBAL INC.

122 East 42nd Street, 18th Floor

New York, NY 10168

(Name and Address of Agent for Service)

+1 (212) 947-7200

(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Sean M. Donahue  
Paul Hastings LLP  
2050 M Street NW  
Washington, DC 20036  
Phone: +1-202-551-1700

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

This registration statement on Form S-8 (“Registration Statement”) is being filed by FST Corp. (the “Registrant”) to register a total of 6,714,900 ordinary shares, par value \$0.0001 per share (“ordinary shares”), of the Registrant under the FST Corp. 2025 Omnibus Equity Incentive Plan (the “Plan”).

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## **PART I**

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

The documents containing the information specified in “Item 1. Plan Information” and “Item 2. Registrant Information and Employee Plan Annual Information” of Form S-8 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”). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## 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 and information previously filed with the Securities and Exchange Commission (the “Commission”):

- The Registrant’s Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2025, filed with the Commission on April 20, 2026;
- The description of the securities contained in Registrant’s Annual Report on [Form 20-F](#), filed with the Commission on May 15, 2025 (with respect to [Exhibit 2.3](#)); and
- The Registrant’s Form 6-K filed with the Commission on [August 20, 2025](#), [November 3, 2025](#), [November 12, 2025](#), [November 18, 2025](#), [December 10, 2025](#), [January 13, 2026](#), [February 12, 2026](#), and [April 23, 2026](#).

All documents, reports and definitive proxy or information statements filed pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities 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 filing of such documents; provided, however, that documents, reports and definitive proxy or information statement, or portions thereof, which are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

#### Item 4. Description of Securities

Not applicable.

#### Item 5. Interests of Named Experts and Counsel

Not applicable.

#### Item 6. Indemnification of Directors and Officers

Cayman Islands law does not limit the extent to which a company’s articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime.

Company’s current effective articles of association provide that each director (including an alternate director), secretary, other officers and their respective personal representatives shall be indemnified and secured harmless against all actions, proceedings, costs, charges, expenses, losses, damages and liabilities incurred or sustained by such persons, other than by reason of such person’s own dishonesty, willful default or fraud, in or about the conduct of Company’s business or affairs (including as a result of any mistake of judgement) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such persons in defending (whether successfully or otherwise) any civil proceedings concerning Company or its affairs in any court whether in the Cayman Islands or elsewhere.

#### Item 7. Exemption from Registration Claimed

Not applicable.

## Item 8. Exhibits

Exhibit Number	Description
4.1	<a href="#">FST Corp. 2025 Omnibus Equity Incentive Plan (incorporated herein by reference to Exhibit 99.4 to the Registrant's Report on Form 6-K filed with the Commission on November 12, 2025).</a>
4.2	<a href="#">Amended and Restated Memorandum and Articles of Association (incorporated herein by reference to Exhibit 1.1 to the Registrant's Annual Report on Form 20-F filed with the Commission on May 15, 2025).</a>
5.1*	<a href="#">Opinion of Ogier, Cayman Islands counsel to the Registrant, regarding the legality of the ordinary shares being registered.</a>
23.1*	<a href="#">Consent of Ogier (included in Exhibit 5.1).</a>
23.2*	<a href="#">Consent of Enrome LLP, Independent Registered Public Accounting Firm.</a>
24.1*	<a href="#">Powers of Attorney (included in signature page hereto).</a>
107*	<a href="#">Filing Fee Table.</a>

\* Filed herewith

## Item 9. Undertakings.

A. The undersigned 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 of 1933;
  - (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 Commission 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; and
  - (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) herein 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 Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act (15 U.S.C. 78m or 78o(d)) 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 Commission 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.

## 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 Taiwan.

**FST Corp.,**  
a Cayman Islands exempted company

Dated: April 24, 2026

By: /s/ David Chuang  
Name: David Chuang  
Title: Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURE

Know All Persons By These Presents, that each person whose signature appears below appoints David Chuang as his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and in his or her name, place and stead, to sign any amendment (including post-effective amendments) to this registration statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto 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 connection therewith, as fully to all intents and purposes as he may do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or of his 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 below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Chuang</u> David Chuang	Chief Executive Officer and Chairman of the Board of Directors ( <i>Principal Executive Officer</i> )	April 24, 2026
<u>/s/ Sebastian Tadla</u> Sebastian Tadla	Chief Financial Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )	April 24, 2026
<u>/s/ Kerry Lin Liu</u> Kerry Lin Liu	Director	April 24, 2026
<u>/s/ Shintaro Tanahara</u> Shintaro Tanahara	Director	April 24, 2026
<u>/s/ Nick Pin-Chia Chen</u> Nick Pin-Chia Chen	Director	April 24, 2026
<u>/s/ Alan Yu-Cheng Li</u> Alan Yu-Cheng Li	Director	April 24, 2026
<u>/s/ Huoy-Ming Yeh</u> Huoy-Ming Yeh	Director	April 24, 2026
<u>/s/ Houston Li</u> Houston Li	Director	April 24, 2026

**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of FST Corp., has signed this registration statement in the City of New York, State of New York, on April 24, 2026.

/s/ Colleen A. De Vries

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Colleen A. De Vries

Senior Vice-President on behalf of Cogency Global  
Inc.