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

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

GH Research PLC

(Exact Name of Registrant as specified in its charter)

Ireland

(State or other jurisdiction of
incorporation or organization)

N/A

(I.R.S. Employer
Identification No.)

**GH Research PLC
Joshua Dawson House
Dawson Street
Dublin 2
D02 RY95
Ireland
Tel: +353 1 437 8334**

(Address, including zip code, and telephone number, including area code, of Principal Executive Offices)

GH Research PLC Share Option Plan
(Full title of the plan)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
Tel: (800) 221-0102**

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

Copies to:

Adam Kaminsky
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

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
Non-accelerated filer (Do not check if a smaller reporting company)
Emerging Growth Company

Accelerated filer
Smaller reporting 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.

PART I

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION

Pursuant to General Instruction E to Form S-8, GH Research PLC (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) with the U.S. Securities and Exchange Commission (the “Commission”) to register 1,518,547 additional ordinary shares, nominal value \$0.025 per share, for issuance under the GH Research PLC Share Option Plan, as amended May 15, 2025. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on March 9, 2023 (Registration No. 333-270422) and February 27, 2025 (Registration No. 333-285311).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) The annual report on [Form 20-F](#) of GH Research PLC (the “Registrant”) for the fiscal year ended December 31, 2025, filed with the Commission on March 5, 2026; and
- (b) The description of the Registrant’s share capital which is contained in the Registrant’s Registration Statement on [Form 8-A](#) (Registration No. 001-40530), dated June 22, 2021, including any amendments or supplements thereto.

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, including any Reports of Foreign Private Issuers on Form 6-K submitted during such period (or portion thereof) that is identified in such form as being incorporated by reference into this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. The Registrant is not incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed “filed” with the Commission.

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 other subsequently filed document which also is incorporated or 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.

Exhibit Number	
4	Constitution of GH Research PLC (incorporated herein by reference to Exhibit 1.1 of the Registrant’s Annual Report on Form 20-F for the fiscal year ended December 31, 2022, filed with the Commission on March 9, 2023)
5	Opinion of A&L Goodbody LLP (filed herewith)
23.1	Consent of A&L Goodbody LLP (included in Exhibit 5)
23.2	Consent of PricewaterhouseCoopers an independent registered public accounting firm (filed herewith)
24	Powers of Attorney (included in the signature pages hereto)
99	GH Research PLC Share Option Plan, as amended May 15, 2025 (incorporated by reference to Exhibit 4.1 of the Registrant’s Annual Report on Form 20-F for the fiscal year ended December 31, 2025, filed with the Commission on March 5, 2026)
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, Ireland, on this 5th day of March, 2026.

GH Research PLC

By: /s/ Julie Ryan

Name: Julie Ryan

Title: Vice President, Finance

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Velichka Valcheva and Julie Ryan, either of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agent, 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 any and all additional registration statements pursuant to Rule 462(b) of the Securities Act and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitutes may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Velichka Valcheva</u> Velichka Valcheva	Chief Executive Officer (Principal Executive Officer)	March 5, 2026
<u>/s/ Julie Ryan</u> Julie Ryan	Vice President, Finance (Principal Financial Officer and Principal Accounting Officer)	March 5, 2026
<u>/s/ Florian Schönharting</u> Florian Schönharting	Director	March 5, 2026
<u>/s/ Michael Forer</u> Michael Forer	Director	March 5, 2026
<u>/s/ Dermot Hanley</u> Dermot Hanley	Director	March 5, 2026
<u>/s/ Duncan Moore</u> Duncan Moore	Director	March 5, 2026

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

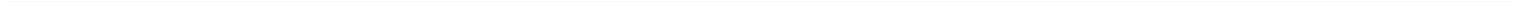
Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of America, has signed this registration statement thereto in New York, NY on March 5, 2026.

Authorized U.S. Representative--Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice-President on behalf of
Cogency Global Inc





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 D01 H104
 T: +353 1 649 2000
 DX: 29 Dublin | www.algoodbody.com

Dublin
 Belfast
 London
 New York
 San Francisco

Date | 05 March 2026

Our ref | 01437848

GH Research plc
 Joshua Dawson House
 Dawson Street
 Dublin 2
 D02 RY95
 Ireland

**GH Research plc (the Company)
 Registration Statement on Form S-8**

Dear Sirs

We are acting as Irish counsel to the Company, a public limited company incorporated under the laws of Ireland (registered number 691405), in connection with the proposed registration by the Company of (i) 997,000 ordinary shares of the Company, nominal value \$0.025 per share (the **Shares**) reserved for issuance under the GH Research PLC Share Option Plan (referred to as the **Plan**, including any amendments, restatements or sub-plan thereof) and (ii) 521,547 Shares issuable under outstanding share options previously granted under the Plan, pursuant to a Registration Statement on Form S-8 (the **Registration Statement**) to be filed by the Company with the United States Securities and Exchange Commission (**SEC**) under the Securities Act of 1933, as amended (the **Securities Act**). This Opinion is solely related to the Registration Statement.

1 In connection with this Opinion, we have examined and relied upon copies of:

1.1 the Registration Statement; and

1.2 such corporate records of the Company as we have deemed necessary as a basis for the opinions hereinafter expressed.

In rendering this Opinion, we have examined, and have assumed, without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption, the truth and accuracy of the contents of, all such corporate records, documents and certificates of officers of the Company and of public officials as to factual matters and have conducted such searches on 5 March 2026 (being the last practicable date on which searches could be conducted) in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this Opinion but have made no independent investigation regarding such factual matters. In our examination we have assumed the (continued) truth and accuracy of the information contained in such documents, the genuineness of all signatures (electronic or otherwise), that any signatures (electronic or otherwise) are the signatures of the persons who they purport to be, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such documents.

CE Gill • JG Grennan • VJ Power • SM Doggett • G O'Toole • N O'Sullivan • MJ Ward • D Widger • C Christle • S Ó Cróinín • DR Baxter • A McCarthy • JF Whelan • JB Somerville • MF Barr • AM Curran • A Roberts • RM Moore • D Main • J Cahir • PM Murray • P Walker • K Furlong • PT Fahy • M Coghlan • DR Francis • A Casey • B Hosty • M O'Brien • L Mulleady • K Ryan • E Hurley • D Dagostino • R Grey • R Lyons • J Sheehy • C Carroll • SE Carson • P Diggin • J Williams • A O'Beirne • J Dallas • SM Lynch • M McElhinney • C Owens • AD Ion • K O'Connor • T Casey • M Doyle • CJ Comerford • R Marron • K O'Shaughnessy • S O'Connor • SE Murphy • D Nangle • C Ó Conluain • N McMahon • HP Brandt • A Sheridan • N Cole • M Devane • D Fitzgerald • G McDonald • N Meehan • R O'Driscoll • B O'Malley • C Bollard • M Daly • D Geraghty • LC Kennedy • E Mulhern • MJ Ellis • D Griffin • D McElroy • C Culleton • B Nic Suihbne • S Quinlivan • J Rattigan • K Mulhern • A Muldowney • L Dunne • A Burke • C Bergin • P Fogarty • CM Carroll • E Keane • D Daly • Byrne • S Kearney • SE King • J Greene • C Cashin • T Glavey • E O'Connor • D Broderick • K Harnett • E O'Brien • S Ahern • BP Curran • J Quirke • H Shaw • E Browne • MM O'Brien • S Egan • A O'Donoghue • L Hogan
 Consultants: Professor JCW Wylie • MA Greene • AV Fanagan • PM Law • SW Haughey • PD White

- 2 We have further assumed the following without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption:
- 2.1 that none of the resolutions and authorities of the shareholders and directors of the Company upon which we have relied have been or will be varied, amended or revoked in any respect or have expired and that the Shares will be issued in accordance with such resolutions and authorities;
- 2.2 at the time of the grant by the board of directors of the Company (the **Board**), any committee of the Board, or any other duly authorised representative of the Company, of an award or other allotment and issue of a Share under the Plan, (i) that the Board will be duly constituted and remain duly constituted; or (ii) that such committee will be duly constituted and remain a duly constituted committee of the Board having the necessary powers and authorities to grant awards and issue the Shares; or (iii) in the case of an authorised representative, that such person has the necessary powers and authorities to grant awards and issue the Shares; and
- 2.3 the Company will comply with all covenants given and representations and warranties made in connection with the Plan and that the Company will receive consideration equal to the aggregate of the nominal value and any premium required to be paid up on the Shares issued pursuant to awards under the Plan and that such consideration will be in cash and/or otherwise provided in accordance with Irish law.

Having made such further investigation and reviewed such other documents as we have considered requisite or desirable, subject to the foregoing and to the within additional qualifications and assumptions, we are of the opinion that:

- 3 the Company is a public limited company duly incorporated under the laws of Ireland and validly existing under the laws of Ireland; and
- 4 the Shares have been duly authorised and when issued in accordance with the terms of the Plan and the options granted or to be granted thereunder, will be validly issued, fully paid and not subject to calls for any additional payments (“nonassessable”).

In rendering this Opinion we have confined ourselves to matters of Irish law. We express no opinion on any laws other than the laws of Ireland (and the interpretation thereof) in force as at the date hereof and we express no opinion with respect to taxation matters. This Opinion speaks only as of its date. We are not under any obligation to update this Opinion from time to time, nor to notify you of any change of law, facts or circumstances referred to or relied upon in the giving of this Opinion.

This Opinion is given solely for the benefit of the addressee of this Opinion and may not be relied upon by any other person without our prior written consent, provided, however, that it may be relied upon by persons entitled to rely on it pursuant to applicable provisions of US federal securities laws, including but not limited to any purchaser of the Shares.

This Opinion is intended solely for use in connection with the registration and potential issuance of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose

This Opinion is also strictly confined to the matters expressly stated herein and is not to be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion with the SEC as an exhibit to the Registration Statement filed with the SEC on 5 March 2026 in accordance with the requirements of Item 601(b)(5) of Regulations S-K of the Securities Act.

The Opinion is governed by and construed in accordance with the laws of Ireland.

Yours faithfully

/s/ **A&L Goodbody 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 GH Research PLC of our report dated March 5, 2026 relating to the financial statements, which appears in GH Research PLC 's Annual Report on Form 20-F for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers
Dublin, Ireland
March 5, 2026

CALCULATION OF FILING FEE TABLE

FORM S-8

Registration Statement Under the Securities Act of 1933

(Form Type)

GH Research PLC

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee (6)
Equity	Ordinary Shares, nominal value \$0.025 per share	457(c) and 457(h)	997,000 (2)	\$15.04 (4)	\$14,994,880.00	0.00013810	\$2,070.80
Equity	Ordinary Shares, nominal value \$0.025 per share	457(h)	521,547 (3)	\$5.39 (5)	\$2,811,138.33	0.00013810	\$388.22
Total Offering Amounts					\$17,806,018.33		\$2,459.02
Total Fee Offsets							—
Net Fee Due							\$2,459.02

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers ordinary shares, nominal value \$0.025 per share ("Ordinary Shares"), of GH Research PLC (the "Registrant") authorized for issuance pursuant to the GH Research PLC Share Option Plan, as may be amended from time to time (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional Ordinary Shares that become issuable under the Plan by reason of any share dividend, share split or other similar transaction.
- (2) Represents Ordinary Shares reserved for issuance pursuant to the Plan.
- (3) Represents Ordinary Shares issuable under outstanding share options granted under the Plan.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act on the basis of the average of the high and low sales prices reported for the Ordinary Shares on the Nasdaq Global Market on February 27, 2026.
- (5) Estimated pursuant to Rule 457(h) under the Securities Act, solely for the purpose of computing the registration fee, based on the weighted average exercise price of the options outstanding under the Plan.
- (6) Rounded up to the nearest penny.