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

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

QUANTUMSCAPE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-0796578
(I.R.S. Employer
Identification No.)

**1730 Technology Drive
San Jose, California 95110**
(Address of Principal Executive Offices, including zip code)

2020 Equity Incentive Plan
(Full title of the plan)

**Siva Sivaram
President and Chief Executive Officer
1730 Technology Drive
San Jose, California 95110
(408) 452-2000**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Michael J. Danaher
Mark B. Baudler
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300**

**Siva Sivaram
President and Chief Executive Officer
1730 Technology Drive
San Jose, California 95110
(408) 452-2000**

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"/>	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 STATEMENT

QuantumScape Corporation (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) to register additional shares of Class A Common Stock (as defined below) that have been added to the Registrant’s equity plans in accordance with the “evergreen” adjustment provisions of such plans that allow for an automatic annual increase in the number of shares subject thereto and as further described below.

The number of the Registrant’s Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), available for grant and issuance under the 2020 Equity Incentive Plan (the “2020 Plan”) is subject to an annual increase on the first day of each fiscal year beginning with fiscal year 2022, in an amount equal to the least of (i) 41,500,000 shares, (ii) five percent (5%) of the outstanding shares of all classes of the Registrant’s common stock on the last day of the immediately preceding fiscal year or (iii) such number of shares determined by the 2020 Plan administrator.

On January 1, 2022, the number of shares of the Registrant’s Class A Common Stock available for grant and issuance under the 2020 Plan increased by 21,415,959 shares. On January 1, 2023, the number of shares of the Registrant’s Class A Common Stock available for grant and issuance under the 2020 Plan increased by 21,897,965 shares. On January 1, 2024, the number of shares of the Registrant’s Class A Common Stock available for grant and issuance under the 2020 Plan increased by 24,651,556 shares. On January 1, 2025, the number of shares of the Registrant’s Class A Common Stock available for grant and issuance under the 2020 Plan increased by 27,127,454 shares. On January 1, 2026, the number of shares of the Registrant’s Class A Common Stock available for grant and issuance under the 2020 Plan increased by 27,000,000 shares.

In accordance with General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of (i) the registration statement on Form S-8 filed with the SEC on [February 1, 2021](#) (File No. 333-252606), (ii) the registration statement on Form S-8 filed with the SEC on [February 28, 2023](#) (File No. 333-270117), (iii) the registration statement on Form S-8 filed with the SEC on [February 27, 2024](#) (File No. 333-277401), and (iv) the registration statement on Form S-8 filed with the SEC on [February 26, 2025](#) (File No. 333-285242), as supplemented, amended or superseded by the information set forth herein. In accordance with the instructional note to Part I of Form S-8 promulgated by the SEC, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

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 previously filed with the SEC:

- (1) Our Annual Report on Form 10-K (File No. 001-39345) for the fiscal year ended December 31, 2025 filed with the SEC on [February 25, 2026](#) (the “Annual Report”);
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed); and
- (3) The description of our Class A Common Stock contained in our Registration Statement on Form 8-A, filed with the SEC on [December 22, 2025](#), including any amendment or report filed with the SEC for the purpose of updating the description.

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of 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 that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement

and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC (including, without limitation, information furnished under Item 2.02 or Item 7.01 of Current Reports on Form 8-K and the exhibits related to such items furnished under Item 9.01) shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in this Registration Statement, or 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 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.

The Registrant has filed the exhibits listed on the accompanying Exhibit Index of this Registration Statement.

EXHIBIT INDEX

Exhibit	Description	Form	File No.	Incorporated By Reference	
				Exhibit No.	Filing Date
4.1	Amended and Restated Certificate of Incorporation of QuantumScape Corporation	10-Q	001-39345	3.1	July 26, 2024
4.2	Amended and Restated Bylaws of QuantumScape Corporation	8-K	001-39345	3.1	October 25, 2022
4.3†	QuantumScape Corporation 2020 Equity Incentive Plan	8-K	001-39345	10.8	December 2, 2020
4.4†	QuantumScape Corporation 2020 Equity Incentive Plan — Form of Stock Option Agreement	8-K	001-39345	10.9	December 2, 2020
4.5†	QuantumScape Corporation 2020 Equity Incentive Plan — Form of Restricted Stock Unit Agreement	8-K	001-39345	10.10	December 2, 2020
4.6†	QuantumScape Corporation 2020 Equity Incentive Plan — Form of Restricted Stock Agreement	8-K	001-39345	10.11	December 2, 2020
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, P.C. with respect to the legality of the securities being registered				
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm				
23.2*	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto)				
24.1*	Power of Attorney (contained on signature page hereto)				
107*	Calculation of Filing Fee Table				

* Filed herewith.

† Indicates management contract or compensatory plan or arrangement.

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 Jose, State of California, on February 25, 2026.

QUANTUMSCAPE CORPORATION

By: /s/ Siva Sivaram
Siva Sivaram
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Siva Sivaram and Kevin Hettrich, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their 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 other documents in connection therewith, with the Securities and Exchange 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 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 attorneys-in-fact and agents or any of them, or their substitute or substitutes, 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 persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Siva Sivaram</u> Siva Sivaram	President, Chief Executive Officer and Director (Principal Executive Officer)	February 25, 2026
<u>/s/ Kevin Hettrich</u> Kevin Hettrich	Chief Financial Officer (Principal Financial and Accounting Officer)	February 25, 2026
<u>/s/ Brad Buss</u> Brad Buss	Director	February 25, 2026
<u>/s/ Jeneanne Hanley</u> Jeneanne Hanley	Director	February 25, 2026
<u>/s/ Gena Lovett</u> Gena Lovett	Director	February 25, 2026

<u>/s/ Günther Mendl</u> Günther Mendl	Director	February 25, 2026
<u>/s/ Geoffrey Ribar</u> Geoffrey Ribar	Director	February 25, 2026
<u>/s/ Dipender Saluja</u> Dipender Saluja	Director	February 25, 2026
<u>/s/ Sebastian Schebera</u> Sebastian Schebera	Director	February 25, 2026
<u>/s/ Dennis Segers</u> Dennis Segers	Director, Chairman	February 25, 2026
<u>/s/ JB Straubel</u> JB Straubel	Director	February 25, 2026



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

o: 650.493.9300
f: 866.974.7329

February 25, 2026

QuantumScape Corporation
1730 Technology Drive
San Jose, California 95110

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by QuantumScape Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 27,000,000 shares of the Company's Class A common stock (the "Class A Common Stock"), par value \$0.0001 per share (the "Shares"), under the Company's 2020 Equity Incentive Plan (the "Plan"). As the Company's legal counsel, we have reviewed the actions proposed to be taken by the Company in connection with the issuance and sale of the Shares to be issued under the Plan.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements that accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto. 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.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Equity Incentive Plan of QuantumScape Corporation of our reports dated February 25, 2026, with respect to the consolidated financial statements of QuantumScape Corporation, and the effectiveness of internal control over financial reporting of QuantumScape Corporation 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

San Jose, California
February 25, 2026

Calculation of Filing Fee Tables

Form S-8

(Form Type)

QuantumScape Corporation

(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
Equity	Class A common stock, par value \$0.0001 per share, reserved for issuance pursuant to the QuantumScape Corporation 2020 Equity Incentive Plan	Other	27,000,000 ⁽²⁾	\$6.78 ⁽³⁾	\$183,060,000.00	\$138.10 per \$1,000,000	\$25,280.59
Total Offering Amounts					\$183,060,000.00		\$25,280.59
Total Fee Offsets							-
Net Fee Due							<u>\$25,280.59</u>

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall cover any additional shares of the Registrant’s Class A common stock that become issuable under the 2020 Equity Incentive Plan (the “2020 Plan”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Class A common stock.

(2) Represents an annual increase on January 1, 2026 equal to 27,000,000 shares of the Registrant’s Class A common stock, which annual increase is provided for in the 2020 Plan.

(3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the Registrant’s registration fee on the basis of \$6.78 per share, which is the average of the high and low prices of Class A common stock, as reported on The Nasdaq Stock Market LLC, on February 23, 2026.

Table 2: Fee Offset Claims and Sources

N/A

Table 3: Combined Prospectuses

N/A
