
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

—
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

—
EXODUS MOVEMENT, INC.

(Exact name of registrant as specified in its charter)

Texas

(State or Other Jurisdiction of Incorporation or Organization)

81-3548560

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

15418 Weir St. #333

Omaha, NE 68137

(Address of Principal Executive Offices, Zip Code)

Exodus Movement, Inc. 2026 Stock Incentive Plan

(Full title of the plan)

James Gernetzke

Chief Financial Officer

Exodus Movement, Inc.

15418 Weir St. #333

Omaha, NE 68137

(833) 992-2566

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

Copy to:

Gina Hancock

Gibson, Dunn & Crutcher LLP

2001 Ross Avenue Suite 2100

Dallas, TX 75201

(214) 698-3100

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	<input checked="" type="checkbox"/>
Non-accelerated filer	Smaller reporting company	<input checked="" type="checkbox"/>
	Emerging growth 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*”) registers 4,280,000 shares of Class A common stock, par value \$0.000001 per share (the “*Common Stock*”), of Exodus Movement, Inc. (the “*Registrant*”) to be issued pursuant to the Registrant’s 2026 Stock Incentive Plan (the “*2026 Plan*”).

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information required by Part I of Form S-8 (plan information and registrant information and employee plan annual information) will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “*Securities Act*”). Such documents need not be filed with the Securities and Exchange Commission (the “*Commission*”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II, 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 Certain Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- (a) the Registrant’s Annual Report on [Form 10-K](#) (the “*2025 Annual Report*”) for the fiscal year ended December 31, 2025, filed with the Commission on March 11, 2026;
- (b) the Registrant’s Current Reports on Form 8-K filed with the Commission on [January 8, 2026](#), [February 13, 2026](#) and [March 25, 2026](#); and
- (c) the description of the Common Stock contained in [Exhibit 4.1](#) to the 2025 Annual Report, including any amendment or report filed for the purpose of updating such description.

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 hereby have been sold or which deregisters all securities 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. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Any statement, including financial statements, 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 therein or in any other 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under the Texas Business Organizations Code (the “*TBOC*”), the charter of a corporation may provide that a director or officer of the corporation is not liable, or is liable only to the extent provided by the charter, to the corporation or its shareholders for monetary damages for an act or omission by the person in the person’s capacity as a director or officer. The TBOC does not authorize elimination or limitation of liability to the extent the director or officer is found liable under applicable law for:

1. any breach of the director’s or officer’s duty of loyalty to the corporation or its shareholders;
2. any act or omission not in good faith that constitutes a breach of duty of the director or officer to the corporation or that involves intentional misconduct or a knowing violation of law;
3. any transaction from which the director or officer receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director’s duties; or
4. an act or omission for which the liability of the director or officer is expressly provided by an applicable statute.

The Registrant’s charter provides that the Registrant’s directors and officers are not liable to the Registrant or its shareholders for monetary damages for an act or omission by the director or officer in his or her capacity as a director or officer or for a breach of any duty as a director or officer to the fullest extent permitted by the TBOC, as it exists or as amended from time to time.

The TBOC provides that a corporation must indemnify a director or former director against reasonable expenses actually incurred by the person in connection with a proceeding in which the person is a respondent because the person is or was a director, or is or was serving as a representative of another enterprise or organization or an employee benefit plan while serving as a director, if the director or former director is wholly successful, on the merits or otherwise, in the defense of the proceeding. If a court determines that a director, former director or representative is entitled to indemnification, the court will order indemnification by the corporation and award the person expenses incurred in securing the indemnification. The TBOC also permits corporations to indemnify present or former directors where indemnification is not mandated by the TBOC; however, such permissive indemnification is subject to certain limitations and the director satisfying specified standards of conduct. The TBOC also provides that a court may also order indemnification under various circumstances and that officers must be indemnified to the same extent as directors are required to be indemnified under the TBOC.

The Registrant’s bylaws provides that, to the fullest extent permitted by the TBOC, the Registrant must indemnify any person who was or is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (each a “Proceeding”), including an appeal thereof, by reason of the fact that the person is or was director or officer of the Registrant, or is or was a director or officer of the Registrant serving at the request of the Registrant as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if the person satisfied a specified standard of conduct. The Registrant’s bylaws also provides that expenses (including attorneys’ fees) actually and reasonably incurred by such director or officer in defending any Proceeding will be paid by the Registrant in advance of the final disposition of the proceeding upon written request from that person subject to the person satisfying certain conditions. To the extent that indemnification for liabilities arising under the Securities Act may be permitted to the Registrant’s directors, officers and controlling persons, we have been advised that, in

the opinion of the SEC, this indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

The Registrant's maintains insurance policies, under which its existing or former officers, employees, directors or agents are insured against any liability asserted against and incurred by that person in such capacity or arising out of that person's status in such capacity, whether or not the Registrant would have the power to indemnify that person under the TBOC. As permitted by the TBOC, the Registrant has entered into written indemnification agreements with each of the Registrant's executive officers and directors requires the Registrant, among other things, to indemnify them, and pay or reimburse their actual and reasonable expenses incurred in advance of the final disposition of any legal proceeding, to the fullest extent permitted by law in connection with their service to or on behalf of the Registrant. Pursuant to a written undertaking provided by any director or officer who requests the Registrant to reimburse or pay that person's expenses in advance of the final disposition of the proceeding, the director or officer will be required to repay the advanced expenses to the Registrant if it is found that such director or officer is not entitled to indemnification under applicable law and the Registrant's bylaws.

The 2026 Plan provides that no member of any committee acting as administrator of the 2026 Plan shall be personally liable by reason of any contract or other instrument executed by such member or on his or her behalf in his or her capacity as a member of such committee nor for any mistake of judgment made in good faith, and the Registrant shall indemnify and hold harmless each member of the committee and each other employee, officer or director of the Registrant to whom any duty or power relating to the administration or interpretation of the 2026 Plan may be allocated or delegated, against any cost or expense or liability arising out of any act or omission to act in connection with the 2026 Plan, unless arising out of such person's own fraud or willful bad faith; provided, however, that approval of the board of directors of the Registrant shall be required for the payment of any amount in settlement of a claim against any such person.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Certificate of Formation of Exodus Movement, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed December 10, 2025).
4.2	Bylaws of Exodus Movement, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K filed December 10, 2025).
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
23.1*	Consent of Deloitte & Touche LLP.
23.2*	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Exodus Movement, Inc. 2026 Stock Incentive Plan, dated March 19, 2026 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 25, 2026).
107.1*	Filing Fee Tables.

* 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;

(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 percent change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" 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) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission 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.

(h) 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, 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 Omaha, Nebraska, on this 6th day of April 2026.

EXODUS MOVEMENT, INC.

By: /s/ Jon Paul Richardson
Name: Jon Paul Richardson
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jon Paul Richardson, James Gernetzke and Blake Rizzo, jointly and severally, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, 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/ John Paul Richardson</u> Jon Paul Richardson	Chief Executive Officer and Director (Principal Executive Officer)	April 6, 2026
<u>/s/ James Gernetzke</u> James Gernetzke	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 6, 2026
<u>/s/ Daniel Castagnoli</u> Daniel Castagnoli	Director	April 6, 2026
<u>/s/ Margaret Knight</u> Margaret Knight	Director	April 6, 2026
<u>/s/ Carol MacKinlay</u> Carol MacKinlay	Director	April 6, 2026
<u>/s/ Tyler Skelton</u> Tyler Skelton	Director	April 6, 2026

April 6, 2026

Exodus Movement, Inc.
15418 Weir St. #333
Omaha, NE 68137

Re: Exodus Movement, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Exodus Movement, Inc., a Texas corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 4,280,000 shares of the Company's Class A common stock, par value \$0.000001 per share (the "Class A Common Stock"), issuable to eligible individuals under the Exodus Movement, Inc. 2026 Stock Incentive Plan (the "Plan").

We have examined the Plan and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we

Exodus Movement, Inc.

April 6, 2026

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have examined, we are of the opinion that the shares of Class A Common Stock issuable under the Plan, when issued and sold in accordance with the terms of the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Texas Business Organizations Code (the “TBOC”). This opinion is limited to the effect of the current state of the TBOC and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

Gibson, Dunn & Crutcher LLP

GIBSON, DUNN & CRUTCHER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 11, 2026, relating to the financial statements of Exodus Movement, Inc., appearing in the Annual Report on Form 10-K of Exodus Movement, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP
Omaha, Nebraska
April 6, 2026