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

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

Astera Labs, Inc.

(Exact name of registrant as specified in its charter)

Delaware **82-3437062**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

2345 North First Street
San Jose, CA **95131**
(Address of Principal Executive Offices) (Zip Code)

2024 Stock Option and Incentive Plan
2024 Employee Stock Purchase Plan
(Full titles of the plans)

Philip T. Mazzara
General Counsel & Secretary
Astera Labs, Inc.

2345 North First Street
San Jose, CA 95131
(Name and address of agent for service)

(408) 766-3806
(Telephone number, including area code, of agent for service)

Copies to:

Bradley C. Weber
Julia R. White
Goodwin Procter LLP
601 Marshall Street
Redwood City, CA 94063
(650) 752-3100

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

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 is being filed by Astera Labs, Inc. (the “Company”) for the purpose of registering an additional 8,509,275 shares of its common stock, par value \$0.0001 per share (“Common Stock”), that have become available for issuance pursuant to the Astera Labs, Inc. 2024 Stock Option and Incentive Plan (“2024 Plan”) and an additional 1,701,861 shares of Common Stock that have become available for issuance pursuant to the Astera Labs, Inc. 2024 Employee Stock Purchase Plan (“2024 ESPP”). These shares are securities of the same class as other securities for which registration statements on Form S-8 were filed with the U.S. Securities and Exchange Commission (the “Commission”) on June 18, 2025 ([Commission File No. 333-288144](#)) and March 20, 2024 ([Commission File No. 333-278078](#)) (the “Prior Registration Statements”).

This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding the Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of the Common Stock issuable under the 2024 Plan and the 2024 ESPP, are incorporated herein by reference and made part of this Registration Statement, except as otherwise amended, updated or supplemented herein.

PART II

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Title</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
4.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-41979	3.1	3/28/2024	
4.2	Second Amended and Restated Bylaws of the Registrant	8-K	001-41979	3.2	3/28/2024	
4.3	Form of common stock certificate of the Registrant	S-1/A	333-277205	4.1	3/8/2024	
5.1	Opinion of Goodwin Procter LLP					X
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm					X
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (contained on signature page hereto)					X
99.1	2024 Stock Option and Incentive Plan	10-Q	001-41979	10.2	5/8/2024	
99.2	2024 Employee Stock Purchase Plan	10-Q	001-41979	10.3	5/8/2024	
107	Filing Fee Table					X

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 Santa Clara, California, on May 5, 2026.

ASTERA LABS, INC.

Date: May 5, 2026

By: /s/ Jitendra Mohan
Name: Jitendra Mohan
Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jitendra Mohan, Desmond Lynch, and Philip Mazzara, and each of them, as his or her true and lawful attorneys-in-fact and agents, 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 the Registration Statement on Form S-8 of Astera Labs, Inc., and any or all amendments (including post-effective amendments), 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 full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully 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 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, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Jitendra Mohan</u> Jitendra Mohan	Co-Founder, Chief Executive Officer, and Director <i>(Principal Executive Officer)</i>	May 5, 2026
<u>/s/ Desmond Lynch</u> Desmond Lynch	Chief Financial Officer <i>(Principal Financial Officer)</i>	May 5, 2026
<u>/s/ Germaine Cota</u> Germaine Cota	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	May 5, 2026
<u>/s/ Manuel Alba</u> Manuel Alba	Chair of the Board	May 5, 2026
<u>/s/ Craig Barratt</u> Craig Barratt	Director	May 5, 2026
<u>/s/ Stefan Dyckerhoff</u> Stefan Dyckerhoff	Director	May 5, 2026
<u>/s/ Sanjay Gajendra</u> Sanjay Gajendra	Co-Founder, President, Chief Operating Officer, and Director	May 5, 2026
<u>/s/ Michael Hurlston</u> Michael Hurlston	Director	May 5, 2026
<u>/s/ Jack Lazar</u> Jack Lazar	Director	May 5, 2026
<u>/s/ Bethany Mayer</u> Bethany Mayer	Director	May 5, 2026

Calculation of Filing Fee Table

Form S-8
(Form Type)

Astera Labs, Inc.
(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	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	8,509,275 ⁽²⁾	\$184.82 ⁽³⁾	\$1,572,684,205.50	0.0001381	\$217,187.69
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	1,701,861 ⁽⁴⁾	\$157.10 ⁽⁵⁾	\$267,362,363.10	0.0001381	\$36,922.74
Total Offering Amounts					\$1,840,046,568.60		\$254,110.43
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$254,110.43

⁽¹⁾ Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.0001 per share (“Common Stock”), that become issuable under the Astera Labs, Inc. 2024 Stock Option and Incentive Plan (“2024 Plan”) and the Astera Labs, Inc. 2024 Employee Stock Purchase Plan (“2024 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of outstanding shares of Common Stock.

⁽²⁾ Represents an automatic annual increase equal to 5.0% of the total number of shares of the Registrant’s Common Stock outstanding on December 31 of the preceding year, which annual increase is provided by the 2024 Plan.

⁽³⁾ Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$184.82 per share, which is the average of the high and low prices of the Registrant’s Common Stock on April 28, 2026, as reported on the Nasdaq Global Select Market.

⁽⁴⁾ Represents an automatic increase equal to 1.0% of the total number of shares of the Registrant’s Common Stock outstanding on December 31 of the preceding year, which annual increase is provided by the 2024 ESPP.

⁽⁵⁾ Estimated in accordance with Rule 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$157.10 per share, which is the average of the high and low prices of the Registrant’s Common Stock on April 28, 2026, as reported on the Nasdaq Global Select Market, multiplied by 85%. Pursuant to the 2024 ESPP, the purchase price of Common Stock reserved for issuance thereunder will be 85% of the Fair Market Value (as defined in the 2024 ESPP) of the Common Stock on the Offering Date (as defined in the 2024 ESPP) or the Exercise Date (as defined in the 2024 ESPP), whichever is less.



Goodwin Procter LLP
601 Marshall Street
Redwood City, CA 94063

goodwinlaw.com
+1 650 752 3100

May 5, 2026

Astera Labs, Inc.
2345 North First Street
San Jose, CA 95131

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 10,211,136 shares (the "Shares") of Common Stock, par value \$0.0001 per share ("Common Stock"), of Astera Labs, Inc., a Delaware corporation (the "Company"), consisting of (a) 8,509,275 Shares that may be issued pursuant to the Company's 2024 Stock Option and Incentive Plan (the "2024 Plan") and (b) 1,701,861 Shares that may be issued pursuant to the Company's 2024 Employee Stock Purchase Plan (together with the 2024 Plan, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP
GOODWIN PROCTER 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 Astera Labs, Inc. of our report dated February 20, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Astera Labs, Inc's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP

Phoenix, Arizona

May 5, 2026