

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

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

Gemini Space Station, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

33-3263417

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

600 Third Avenue, 2nd Floor, New York, NY¹
(Address of Principal Executive Offices)

10016¹
(Zip Code)

**Gemini Space Station, Inc. 2025 Omnibus Incentive Plan
Gemini Space Station, Inc. 2025 Employee Stock Purchase Plan**
(Full title of the plans)

**CT Corporation System
701 S Carson St, Ste 200
Carson City, Nevada 89701**

(Name and address of agent for service)

(755) 888-4070

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

Copies to:

**Ryan J. Dzierniejko
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, NY 10001
(212) 735-3000**

**Tyler Meade
Chief Legal Officer
Gemini Space Station, Inc.
600 Third Avenue, 2nd Floor
New York, NY 10016
(616) 751-4401**

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

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.

¹ We use this address for receiving mail and correspondence to our principal executive office located in New York, NY.

**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (this “**Registration Statement**”) is being filed for the purpose of increasing the number of securities of the same class as other securities for which a registration statement of Gemini Space Station, Inc. (the “**Registrant**”) on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered shares of its Class A common stock, par value \$0.001 per share, for issuance under the Gemini Space Station, Inc. 2025 Omnibus Incentive Plan and the Gemini Space Station, Inc. 2025 Employee Stock Purchase Plan under a Registration Statement on Form S-8, filed with the Securities and Exchange Commission (the “**SEC**”) on September 11, 2025 (File No. 333-290199) (the “**Previous Registration Statement**”). Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference herein the contents of the Previous Registration Statement, and hereby deems the contents of the Previous Registration Statement to be a part of this Registration Statement, in each case except as supplemented, amended or superseded by the information set forth below herein. In accordance with the instructional note of Part I of Form S-8 as 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 8. Exhibits.

The following exhibits are filed herewith or incorporated herein by reference.

Exhibit Number	Description
4.1	<u>Amended and Restated Articles of Incorporation of Gemini Space Station, Inc. (incorporated by reference to Exhibit 3.1 filed with the Company’s Current Report on Form 8-K (File No. 001-42836), filed with the SEC on September 15, 2025).</u>
4.2	<u>Amended and Restated Bylaws of Gemini Space Station, Inc. (incorporated by reference to Exhibit 3.2 filed with the Company’s Current Report on Form 8-K (File No. 001-42836), filed with the SEC on September 15, 2025).</u>
4.3	<u>Form of Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 filed with the Company’s Registration Statement on Form S-1 (File No. 333-289665), filed with the SEC on August 15, 2025).</u>
5.1*	<u>Opinion of Brownstein Hyatt Farber Schreck, LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP, as to Gemini Space Station, LLC.</u>
23.2*	<u>Consent of Deloitte & Touche LLP, as to Gemini Space Station, Inc.</u>
23.3*	<u>Consent of Brownstein Hyatt Farber Schreck, LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>
99.1	<u>Gemini Space Station, Inc. 2025 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.13 filed with the Company’s Registration Statement on Form S-1 (File No. 333-289665), filed with the SEC on September 2, 2025).</u>
99.2	<u>Gemini Space Station, Inc. 2025 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.14 filed with the Company’s Registration Statement on Form S-1 (File No. 333-289665), filed with the SEC on September 2, 2025).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

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 the City of New York, State of New York, on October 21, 2025.

GEMINI SPACE STATION, INC.

By: /s/ Tyler Winklevoss

Name: Tyler Winklevoss

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Tyler Winklevoss and Dan Chen and each of them, individually, as attorneys-in-fact with full power of substitution, for him or her in any and all capacities, to do any and all acts and all things and to execute any and all instruments which said attorneys and agents may deem necessary or desirable to enable the Registrant to comply with the Securities Act, and any rules, regulations and requirements of the Securities and Exchange Commission thereunder, including, without limitation, the power and authority to sign the name of each of the undersigned in the capacities indicated below to the Registration Statement on Form S-8, or the Registration Statement, to be filed with the Securities and Exchange Commission, to any and all amendments or supplements to such Registration Statement, whether such amendments or supplements are filed before or after the effective date of such Registration Statement, to any related Registration Statement filed pursuant to Rule 462 under the Securities Act, and to any and all instruments or documents filed as part of or in connection with such Registration Statement or any and all amendments thereto, whether such amendments are filed before or after the effective date of such Registration Statement; and each of the undersigned hereby ratifies and confirms all that such attorneys and agents shall 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/ Tyler Winklevoss</u> Tyler Winklevoss	Co-Founder, Chief Executive Officer, and Director (Principal Executive Officer)	October 21, 2025
<u>/s/ Cameron Winklevoss</u> Cameron Winklevoss	Co-Founder, President, and Director	October 21, 2025
<u>/s/ Dan Chen</u> Dan Chen	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 21, 2025
<u>/s/ Marshall Beard</u> Marshall Beard	Chief Operating Officer and Director	October 21, 2025
<u>/s/ Sachin Jaitly</u> Sachin Jaitly	Director	October 21, 2025
<u>/s/ Jonathan Durham</u> Jonathan Durham	Director	October 21, 2025
<u>/s/ James Esposito</u> James Esposito	Director	October 21, 2025
<u>/s/ Maria Filipakis</u> Maria Filipakis	Director	October 21, 2025



Brownstein Hyatt Farber Schreck, LLP
702.382.2101 main
100 North City Parkway, Suite 1600
Las Vegas, Nevada 89106

October 21, 2025

Gemini Space Station, Inc.
600 Third Avenue, 2nd Floor
New York, NY 10016

To the addressee set forth above:

We have acted as local Nevada counsel to Gemini Space Station, Inc., a Nevada corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of an additional (i) 603,021 shares (the "Incentive Plan Shares") of the Company's Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"), issuable under the Gemini Space Station, Inc. 2025 Omnibus Incentive Plan (the "Incentive Plan"), and (ii) 183,241 shares (together with the Incentive Plan Shares, the "Shares") of Class A Common Stock issuable under the Gemini Space Station, Inc. 2025 Employee Stock Purchase Plan (together with the Incentive Plan, the "Plans"). This opinion letter is being delivered at your request pursuant to the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In our capacity as such counsel, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the registration of the Shares as contemplated by the Plans and as described in the Registration Statement. For purposes of this opinion letter, and except to the extent set forth in the opinion expressed below, we have assumed that all such proceedings have been or will be timely completed in the manner contemplated by the Plans, and as presently proposed in the Registration Statement.

For the purpose of issuing this opinion letter, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction as being true copies of (i) the Registration Statement, (ii) the Plans, (iii) the articles of incorporation and bylaws of the Company, each as amended to date, and (iv) such other agreements, instruments, corporate records (including resolutions of the board of directors and any committee thereof) and other documents, or forms thereof, as we have deemed necessary or appropriate, and we have obtained from officers and other representatives and agents of the Company and from public officials, and have relied upon, such certificates, representations, assurances and public filings as we have deemed necessary or appropriate.

Without limiting the generality of the foregoing, we have, with your permission, assumed without independent verification that (i) each natural person executing a document has or will have sufficient legal capacity to do so; (ii) all documents submitted to us as originals are authentic, the signatures on all documents we reviewed are genuine, and all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies conform to the original document; (iii) all corporate records made available to us by the Company, and all public records we have reviewed, are accurate and complete; and (iv) after any issuance of Shares, the total number of issued and outstanding shares of Class A Common Stock, together with the total number of shares of Class A Common Stock then reserved for issuance or obligated to be issued by the Company pursuant to any plans, agreements or arrangements, or otherwise, including pursuant to the Plans, will not exceed the total number of shares of Class A Common Stock then authorized under the Company's articles of incorporation.

www.bhfs.com

We are qualified to practice law in the State of Nevada. The opinion set forth herein is expressly limited to and based exclusively on the general corporate laws of the State of Nevada, and we do not purport to be experts on, or to express any opinion with respect to the applicability thereto or the effect thereon of, the laws of any other jurisdiction. We express no opinion concerning, and we assume no responsibility as to laws or judicial decisions related to, or any orders, consents or other authorizations or approvals as may be required by, any federal laws, rules or regulations, including, without limitation, any federal securities laws, rules or regulations, or any state securities or “blue sky” laws, rules or regulations.

Based on the foregoing and in reliance thereon, and having regard to legal considerations and other information that we deem relevant, we are of the opinion that the Shares have been duly authorized by the Company and, if, when and to the extent issued in accordance with all applicable terms and conditions set forth in the relevant Plan and in exchange for the consideration required thereunder, and as described in the Registration Statement, such Shares will be validly issued, fully paid and non-assessable.

The opinion expressed herein is based upon the applicable laws of the State of Nevada and the facts in existence on the date of this opinion letter. In delivering this opinion letter to you, we disclaim any obligation to update or supplement the opinion set forth herein or to apprise you of any changes in any laws or facts after the filing of this opinion letter as an exhibit to the Registration Statement. No opinion is offered or implied as to any matter, and no inference may be drawn, beyond the strict scope of the specific issues expressly addressed by the opinion set forth herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,
/s/ Brownstein Hyatt Farber Schreck, 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 May 30, 2025, relating to the financial statements of Gemini Space Station, LLC appearing in Registration Statement (No. 333-289665) on Form S-1 of Gemini Space Station, Inc.

/s/ Deloitte & Touche LLP

New York, New York
October 21, 2025

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 August 15, 2025, relating to the financial statement of Gemini Space Station, Inc., appearing in Registration Statement No. 333-289665 on Form S-1 of Gemini Space Station, Inc.

/s/ Deloitte & Touche LLP

New York, New York
October 21, 2025

Calculation of Filing Fee Tables

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Gemini Space Station, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class A common stock reserved for issuance under the 2025 Plan	457(a)	603,021	\$ 19.66	\$ 11,855,392.86	0.0001381	\$ 1,637.23
2 Equity	Class A common stock reserved for issuance under the ESPP	457(a)	183,241	\$ 16.71	\$ 3,061,957.11	0.0001381	\$ 422.86
Total Offering Amounts:					\$ 14,917,349.97		\$ 2,060.09
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 2,060.09

Offering Note

1

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") also covers an indeterminate number of additional Class A common stock, par value \$0.001 per share ("Class A common stock"), of Gemini Space Station, Inc. (the "Registrant") that may be offered and issued under the Registrant's 2025 Omnibus Incentive Plan (the "2025 Plan") and the Registrant's 2025 Employee Stock Purchase Plan (the "ESPP") to prevent dilution resulting from stock splits, stock distributions, recapitalization or other similar transactions

Estimated solely for purposes of calculating the registration fee for the additional shares reserved under the 2025 Plan in accordance with Rule 457(c) and Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$19.66, which is the average of the high and low prices of the Registrant's Class A common stock as reported on the Nasdaq Global Select Market ("Nasdaq") on October 17, 2025.

2

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") also covers an indeterminate number of additional Class A common stock, par value \$0.001 per share ("Class A common stock"), of Gemini Space Station, Inc. (the "Registrant") that may be offered and issued under the Registrant's 2025 Omnibus Incentive Plan (the "2025 Plan") and the Registrant's 2025 Employee Stock Purchase Plan (the "ESPP") to prevent dilution resulting from stock splits, stock distributions, recapitalization or other similar transactions

Estimated solely for purposes of calculating the registration fee for the additional shares reserved under the ESPP in accordance with Rule 457(c) and Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$16.71, which is 85% of the average of the high and low prices of the Registrant's Class A common stock as reported on Nasdaq on October 17, 2025. Pursuant to the ESPP, the purchase price of the shares of Class A common stock reserved for issuance thereunder will be 85% of the lower of the fair market value of Class A common stock on the Enrollment Date or the Exercise Date (as such terms are defined in the ESPP).

