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

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

Skydance Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

99-3917985
(I.R.S. Employer Identification No.)

**1515 Broadway
New York, New York 10036**
(Address of principal executive offices) (Zip code)

Skydance Corporation 2025 Incentive Award Plan
(Full title of the plan)

**David Ellison
c/o Skydance Corporation
1515 Broadway
New York, New York 10036**
(Name and address of agent for service)

(212) 258-6000
(Telephone number, including area code, of agent for service)

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

On October 6, 2026, Skydance Corporation, a Delaware corporation (the “*Company*”), consummated its previously announced acquisition of Warner Bros. Discovery, Inc., a Delaware corporation (“*WBD*”), with WBD surviving as a wholly owned subsidiary of the Company (the “*Merger*”). Following the completion of the Merger, the Company distributed on October 13, 2026, one warrant (each a “*Warrant*” and collectively, the “*Warrants*”) to purchase one share of the Company’s Class B Common Stock, par value \$0.001 per share (the “*Class B Common Stock*”), for each share of Class B Common Stock held by a stockholder as of the record date of October 5, 2026, other than shares held by each of Lawrence J. Ellison, David F. Ellison, Gerald Cardinale, The Lawrence J. Ellison Revocable Trust, u/a/d 1/22/88, as amended, and RedBird Capital Partners Fund IV (Master), L.P. or any of their respective affiliates, successors or transferees.

In connection with the distribution of the Warrants, the Company equitably adjusted the number of shares reserved for issuance under the Skydance Corporation 2025 Incentive Award Plan (the “*2025 Plan*,” and such adjustment, the “*Adjustment*”). The Company also equitably adjusted the outstanding awards of restricted stock units covering Class B Common Stock under the 2025 Plan, the Paramount Global Amended and Restated Long-Term Incentive Plan, the Paramount Global Amended and Restated Equity Plan for Outside Directors, and the Viacom Inc. 2011 RSU Plan for Outside Directors (the “*RSU Adjustment*”) pursuant to mandatory anti-dilution adjustment provisions contained in such plans. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), the additional shares of Class B Common Stock issuable pursuant to the RSU Adjustment are deemed covered by, and registered pursuant to, the Company’s registration statement on Form S-8, filed with the U.S. Securities and Exchange Commission (the “*Commission*”) on August 7, 2025 (File No. 333-289341). Accordingly, such shares are not being registered pursuant to this Registration Statement.

This Registration Statement on Form S-8 (this “*Registration Statement*”) is being filed by the Company in connection with the registration of an additional 34,152,673 shares of Class B Common Stock issuable pursuant to the Adjustment as described in the Filing Fee Table on Exhibit 107 hereto.

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

The documents containing the information specified in this Part I of Form S-8 (plan information and registration information and employee plan annual information) will be sent or given to employees as specified by the Commission pursuant to Rule 428(b)(1) of the Securities Act. Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

Registration of Additional Securities

This Registration Statement is being filed for the purpose of registering an additional 34,152,673 shares of Class B Common Stock issuable under the 2025 Plan for which registration statements on Form S-8, filed with the Commission on [August 7, 2025 \(File No. 333-289341\)](#) and [October 6, 2026 \(File No. 333-299307\)](#) (collectively, the “*Prior Registration Statements*”), are effective.

Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated by reference in this Registration Statement to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

Exhibit	Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
<u>3.1</u>	<u>Amended and Restated Certificate of Incorporation of Skydance Corporation</u>	<u>8-K</u>	<u>3.1</u>	<u>10/6/26</u>
<u>3.2</u>	<u>Amended and Restated Bylaws of Skydance Corporation</u>	<u>8-K</u>	<u>3.2</u>	<u>10/6/26</u>
<u>4.1#</u>	<u>Skydance Corporation 2025 Incentive Award Plan</u>	<u>S-8</u>	<u>4.1</u>	<u>8/7/25</u>
<u>4.2#</u>	<u>First Amendment to the Skydance Corporation 2025 Incentive Award Plan</u>	<u>8-K</u>	<u>10.1</u>	<u>10/6/26</u>
<u>5.1*</u>	<u>Opinion of Latham & Watkins LLP</u>			
<u>23.1*</u>	<u>Consents of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm for Skydance Corporation</u>			
<u>23.2*</u>	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm for Warner Bros. Discovery, Inc.</u>			
<u>23.3*</u>	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1)</u>			
<u>24.1*</u>	<u>Power of Attorney (included on signature page of this Registration Statement)</u>			
<u>107*</u>	<u>Filing Fee Table</u>			

*Filed herewith.

Indicates a 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 New York, State of New York on the 20th day of October, 2026.

SKYDANCE CORPORATION

By: /s/ David Ellison

Name: David Ellison

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stephanie Kyoko McKinnon and David Ellison and each of them singly, 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 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 of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her 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 has been signed by the following persons in the capacities and as of the dates indicated.

Signature	Title	Date
<u>/s/ David Ellison</u> David Ellison	Chairman and Chief Executive Officer (Principal Executive Officer)	October 20, 2026
<u>/s/ Dennis Cinelli</u> Dennis Cinelli	Chief Financial Officer (Principal Financial Officer)	October 20, 2026
<u>/s/ Katherine M. Gill-Charest</u> Katherine M. Gill-Charest	Executive Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	October 20, 2026
<u>/s/ Andrew Brandon-Gordon</u> Andrew Brandon-Gordon	Director	October 20, 2026
<u>/s/ Barbara M. Byrne</u> Barbara M. Byrne	Director	October 20, 2026
<u>/s/ Andrew Campion</u> Andrew Campion	Director	October 20, 2026
<u>/s/ Gerald J. Cardinale</u> Gerald J. Cardinale	Director	October 20, 2026
<u>/s/ Safra A. Catz</u> Safra A. Catz	Director	October 20, 2026
<u>/s/ Justin G. Hamill</u> Justin G. Hamill	Director	October 20, 2026
<u>/s/ Robert A. Kotick</u> Robert A. Kotick	Director	October 20, 2026
<u>/s/ Ynon Kreiz</u> Ynon Kreiz	Director	October 20, 2026
<u>/s/ Sherry Lansing</u> Sherry Lansing	Director	October 20, 2026
<u>/s/ Paul T. Marinelli</u> Paul T. Marinelli	Director	October 20, 2026
<u>/s/ Laurene Powell Jobs</u> Laurene Powell Jobs	Director	October 20, 2026
<u>/s/ John L. Thornton</u> John L. Thornton	Director	October 20, 2026

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October 20, 2026

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

Skydance Corporation
 1515 Broadway
 New York, New York 10036

Re: Skydance Corporation – Registration Statement on Form S-8

To the addressee set forth above:

We have acted as special counsel to Skydance Corporation, a Delaware corporation (“*Skydance*”), in connection with the preparation and filing by Skydance on the date hereof with the Securities and Exchange Commission (the “*Commission*”) of a Registration Statement (the “*Registration Statement*”) on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), relating to the Skydance Corporation 2025 Incentive Award Plan, as amended (the “*2025 Plan*”), and the issuance of up to 34,152,673 shares (the “*Shares*”) of Class B common stock, par value \$0.001 per share, of Skydance, which may be issued pursuant thereto. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of Skydance and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by Skydance for legal consideration in excess of par value in the circumstances contemplated by the 2025 Plan, assuming in each case that the individual issuances, grants or awards under the 2025 Plan are duly authorized by all necessary corporate action of Skydance and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2025 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of Skydance, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that Skydance will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.



This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. 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.

Sincerely,

/s/ Latham & Watkins 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 Skydance Corporation of our report dated February 25, 2026, except with respect to our opinion on the consolidated financial statements insofar as it relates to the change in composition of reportable segments discussed in Note 1, as to which the date is May 13, 2026, relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting of Paramount Skydance Corporation, which appears in Paramount Skydance Corporation's Current Report on Form 8-K dated May 13, 2026.

/s/ PricewaterhouseCoopers LLP

New York, New York

October 20, 2026

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Skydance Corporation of our report dated February 25, 2026 relating to the financial statements and financial statement schedule of Paramount Global, which appears in Paramount Skydance Corporation's Current Report on Form 8-K dated May 13, 2026.

/s/ PricewaterhouseCoopers LLP
New York, New York
October 20, 2026

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Skydance Corporation of our report dated February 27, 2026 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Warner Bros. Discovery, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP
New York, New York
October 20, 2026

Skydance Corp

	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 B common stock, par value \$0.001 per share	457(a)	34,152,673	\$ 6.79	231,896,649.67	0.000087	\$ 20,175.01
Total Offering Amounts:						\$ 231,896,649.67		\$ 20,175.01
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 20,175.01

1

(c) Pursuant to Rule 457(c) and 457(h) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of computing the amount of the registration fee with respect to additional shares issuable under the 2025 Plan, under the Securities Act in accordance with Rule 457(c), on the basis of the average of the high and low prices of shares of Skydance Corporation's Class B Common Stock, as reported on the New York Stock Exchange on October 19, 2026 of \$6.79.

☒ Not Applicable[illegible]

