As filed with the U.S. Securities and Exchange Commission on September 14, 2026

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

HEALTH CATALYST, INC.

(Exact name of registrant as specified in its charter)

Delaware	**45-3337483**
(State or other jurisdiction of incorporation)	**(IRS Employer Identification No.)**

10897 South River Front Parkway #300
South Jordan, UT 84095
(Address of Principal Executive Offices)

Health Catalyst, Inc. 2026 Employment Inducement Incentive Plan
(Full title of the plan)

Simeon Michael Kohl
Chief Executive Officer
Health Catalyst, Inc.
10897 South River Front Parkway #300
South Jordan, UT 84095
(Name and address of agent for service)
(801) 708-6800
(Telephone number, including area code, of agent for service)

Copies to:

Richard A. Kline **Erica D. Kassman** **Latham & Watkins LLP** **801 Jefferson Ave, Suite 300** **Redwood City, CA 94063** **(650) 328-4600**	**Benjamin Landry** **Health Catalyst, Inc.** **10897 South River Front Parkway #300** **South Jordan, UT 84095** **(801) 708-6800**

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	☒	Emerging growth company	☐
Non-accelerated filer	☐	Smaller reporting 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

Health Catalyst, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) for the purpose of registering 2,747,385 shares of its common stock, par value $0.001 per share (the “Common Stock”), for issuance under the Health Catalyst, Inc. 2026 Employment Inducement Incentive Plan (the “2026 Inducement Plan”) adopted by the Registrant’s board of directors on September 4, 2026. The 2026 Inducement Plan provides for the grant of equity-based awards, including stock options, stock appreciation rights, restricted stock units, restricted stock awards, unrestricted stock awards, cash based awards, and dividend equivalent rights to eligible employees of the Registrant.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the 2026 Inducement Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are incorporated by reference into this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on March 12, 2026, as amended by the Form 10-K/A filed with the Commission on April 30, 2026 (together, the "Annual Report");

(b) The Registrant's Quarterly Reports on Form 10-Q filed with the Commission on May 11, 2026 and August 6, 2026;

(c) The Registrant's Current Reports on Form 8-K filed with the Commission on January 23, 2026, February 18, 2026 (except for Item 7.01 and Exhibit 99.1), April 3, 2026, April 27, 2026, April 30, 2026 (except for Item 7.01 and Exhibit 99.1), June 4, 2026 (except for Item 7.01 and Exhibit 99.1), July 20, 2026, August 6, 2026 (except for Items 2.02 and 7.01 and Exhibits 99.1 and 99.2), September 8, 2026 (except for Item 7.01 and Exhibit 99.1), and September 14, 2026 (except for Item 7.01 and Exhibit 99.1); and

(d) The description of the Registrant's Common Stock contained in Exhibit 4.6 to the Registrant's Annual Report, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement 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 in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier 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.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

The Registrant has adopted provisions in the Registrant's certificate of incorporation and bylaws that limit or eliminate the personal liability of the Registrant's directors and executive officers to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director or executive officer will not be personally liable to the Registrant or its stockholders for monetary damages or breach of fiduciary duty as a director, except for liability in limited circumstances. These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, the Registrant's bylaws provide that:

- the Registrant will indemnify its directors and executive officers and, in the discretion of its board of directors, certain employees and agents to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and

- the Registrant will advance reasonable expenses, including attorneys' fees, to its directors and executive officers, and in the discretion of its board of directors, to certain employees and agents, in connection with legal proceedings relating to their service for or on behalf of the Registrant, subject to limited exceptions.

The Registrant has or will enter into indemnification agreements with each of its directors, executive officers and certain other officers. These agreements provide that the Registrant will indemnify each of its directors, executive officers, certain other officers and, at times, their affiliates, to the fullest extent permitted by the DGCL.

The Registrant also maintains general liability insurance which covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

See also the Undertakings set forth in the response to Item 9 herein.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Title	Incorporated by Reference			
		Form	**File No.**	**Exhibit**	**Filing Date**
4.1	Amended and Restated Certificate of Incorporation.	S-1/A	333-232400	3.2	7/12/2019
4.2	Amended and Restated Bylaws.	S-1/A	333-232400	3.4	7/12/2019
4.3	Amendment to Amended and Restated Bylaws.	8-K	001-38993	3.1	8/02/2021
4.4	Form of Common Stock Certificate of the Registrant.	S-1/A	333-232400	4.1	7/12/2019
4.5	Health Catalyst 2026 Employment Inducement Incentive Plan, and forms of agreement thereunder.	8-K	001-38993	10.5	9/08/2026
5.1	Opinion of Latham & Watkins LLP.	Filed Herewith			
23.1	Consent of Independent Registered Public Accounting Firm.	Filed Herewith			
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).	Filed Herewith			
24.1	Power of Attorney (contained on signature page hereto).	Filed Herewith			
107	Filing Fee Table	Filed Herewith			

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 South Jordan, State of Utah, on September 14, 2026.

HEALTH CATALYST, INC.

By: /s/ Jason Alger

Jason Alger

Chief Financial Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Simeon Kohl, Jason Alger, and Benjamin Landry, 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 Health Catalyst, 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
/s/ Simeon Kohl Simeon Kohl	Chief Executive Officer and Director *(Principal Executive and Operating Officer)*	September 14, 2026
/s/ Jason Alger Jason Alger	Chief Financial Officer *(Principal Financial and Accounting Officer)*	September 14, 2026
/s/ Mathew Arens Mathew Arens	Director	September 14, 2026
/s/ Jill Hoggard Green Jill Hoggard Green	Director	September 14, 2026
/s/ Steven Nelson Steven Nelson	Director	September 14, 2026
/s/ Julie Larson-Green Julie Larson-Green	Director	September 14, 2026
/s/ Justin Spencer Justin Spencer	Director	September 14, 2026

Exhibit 107

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Health Catalyst, 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, $0.001 par value per share, reserved for issuance pursuant to the Health Catalyst, Inc. 2026 Employment Inducement Incentive Plan	Rule 457(c) and Rule 457(h)	2,747,385[3]	$1.67[2]	$4,588,133	0.0001381	$634.00
	Total Offering Amounts:		2,747,385		$4,588,133		$634.00
	Total Fee Offsets:						$—
	Net Fee Due:						$634.00

(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, $0.001 par value per share (“Common Stock”), that become issuable under the Registrant’s Health Catalyst Inc. 2026 Employment Inducement Incentive Plan (the "2026 Inducement Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act on the basis of $1.67 per share, which represents the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on September 8, 2026.

(3) Represents 2,747,385 shares of common stock available for future issuance under the 2026 Inducement Plan.

Table 2: Fee Offset Claims and Sources ☒ Not Applicable

801 Jefferson Avenue, Suite 300
Redwood City, California 94063
Tel: +1.650.328.4600 Fax: +1.650.463.2600
www.lw.com

LATHAM & WATKINS LLP

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San Diego
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Seoul
Silicon Valley
Singapore
Tel Aviv
Tokyo
Washington, D.C.

September 14, 2026

Health Catalyst, Inc.
10897 South River Front Parkway #300
South Jordan, UT 84095

Re: Registration Statement on Form S-8; 2,747,385 shares of common stock of Health Catalyst, Inc., $0.001 par value per share

To the addressee set forth above:

We have acted as special counsel to Health Catalyst, Inc., a Delaware corporation (the "***Company***"), in connection with the registration by the Company of an aggregate of 2,747,385 shares (the "***Shares***") of common stock of the Company, $0.001 par value per share, issuable under the Health Catalyst, Inc. 2026 Employment Inducement Incentive Plan (the "***Plan***"). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "***Act***"), filed with the Securities and Exchange Commission (the "***Commission***") on September 14, 2026 (the "***Registration Statement***"). 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 related prospectus, 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 the Company 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 purchasers and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by and pursuant to the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company 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

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Health Catalyst, Inc. 2026 Employment Inducement Incentive Plan of our reports dated March 12, 2026, with respect to the consolidated financial statements of Health Catalyst, Inc. and the effectiveness of internal control over financial reporting of Health Catalyst, Inc. included in its Annual Report (Form 10-K as amended by Form 10-K/A) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Salt Lake City, UT
September 14, 2026