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

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

Definitive Healthcare Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**492 Old Connecticut Path, Suite 401
Framingham, MA**
(Address of Principal Executive Offices)

86-3988281
(I.R.S. Employer
Identification No.)

01701
(Zip Code)

Definitive Healthcare Corp. 2021 Equity Incentive Plan
(Full Title of Plans)

Jonathan Paris
Chief Legal Officer
**492 Old Connecticut Path, Suite 401
Framingham, MA 01701
(508) 720-4224**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Richard Aftanas
Hogan Lovells US LLP
390 Madison Avenue
New York, NY 10017
(212) 918-3000

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input 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 is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of Definitive Healthcare Corp. (the “Registrant”) on Form S-8 relating to the same employee benefit plan are effective. Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 5,201,047 additional shares of its Class A Common Stock, par value \$0.001 per share (“Common Stock”), that were automatically added to the shares authorized for issuance under the Registrant’s 2021 Equity Incentive Plan (“2021 Plan”).

The Registrant previously registered shares of its Common Stock for issuance under the 2021 Plan under Registration Statements on Form S-8 filed with the Commission on [September 14, 2021](#) (File No. 333-259535), [February 27, 2023](#) (File No. 333-270059), [February 29, 2024](#) (File No. 333-277492), and [February 27, 2025](#) (File No. 333-285354) (collectively, the “Prior 2021 Plan Registration Statements”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior 2021 Plan Registration Statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Registrant, pursuant to the Securities Act, and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, 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 February 26, 2026, which includes audited financial statements for the Registrant’s latest fiscal year.

(b) The description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on September 15, 2021 (File No. 001-40815) under the Exchange Act, including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.1](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on March 15, 2022, including any amendment or report filed for the purpose of updating such description.

(c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 subsequently filed document that also 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 8. Exhibits.

Exhibit Index

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation of Definitive Healthcare Corp. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-40815) filed with the SEC on November 8, 2021).</u>
4.2	<u>Amended and Restated Bylaws of Definitive Healthcare Corp. (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-40815) filed with the SEC on November 8, 2021).</u>
4.3	<u>The Definitive Healthcare Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.12 of the Registrant's Annual Report on Form 10-K (File No. 001-40815) filed with the SEC on March 15, 2022).</u>
5.1*	<u>Legal Opinion of Hogan Lovells US LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm</u>
23.2*	<u>Consent of Hogan Lovells US LLP (included in Exhibit No. 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page to this Registration Statement).</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 Framingham, Commonwealth of Massachusetts, on February 26, 2026.

DEFINITIVE HEALTHCARE CORP.

By: /s/ Casey Heller
Name: Casey Heller
Title: Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Kevin Coop and Casey Heller, or any of them, each acting alone, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 (including all pre-effective and post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933), 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, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in 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 that any such attorney-in-fact and agent, or his substitute or substitutes, may lawfully 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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin Coop</u> Kevin Coop	Chief Executive Officer (Principal Executive Officer) and Director	February 26, 2026
<u>/s/ Casey Heller</u> Casey Heller	Chief Financial Officer (Principal Financial Officer and Accounting Officer)	February 26, 2026
<u>/s/ Jason Krantz</u> Jason Krantz	Executive Chairman	February 26, 2026
<u>/s/ Sastry Chilukuri</u> Sastry Chilukuri	Director	February 26, 2026
<u>/s/ Chris Egan</u> Chris Egan	Director	February 26, 2026
<u>/s/ Samuel A. Hamood</u> Samuel A. Hamood	Director	February 26, 2026
<u>/s/ Jeff Haywood</u> Jeff Haywood	Director	February 26, 2026
<u>/s/ Scott Stephenson</u> Scott Stephenson	Director	February 26, 2026
<u>/s/ Kathleen A. Winters</u> Kathleen A. Winters	Director	February 26, 2026
<u>/s/ Lauren Young</u> Lauren Young	Director	February 26, 2026



Hogan Lovells US LLP
390 Madison Avenue
New York, NY 10017
T +1 212 918 3000
F +1 212 918 3100
www.hoganlovells.com

February 26, 2026

Board of Directors
Definitive Healthcare Corp.
492 Old Connecticut Path, Suite 401
Framingham, MA

Ladies and Gentlemen:

We are acting as counsel to Definitive Healthcare Corp., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the proposed offering of up to 5,201,047 additional shares of its Class A Common Stock of common stock, par value \$0.001 per share (the “**Shares**”), of the Company issuable pursuant to the Definitive Healthcare Corp. 2021 Equity Incentive Plan (the “**2021 Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the 2021 Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors (or a duly authorized committee thereof) and in the 2021 Plan, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ Hogan Lovells US LLP

HOGAN LOVELLS US 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 reports dated February 26, 2026 relating to the financial statements of Definitive Healthcare Corp. and the effectiveness of Definitive Healthcare Corp.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Definitive Healthcare Corp. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

February 26, 2026

Calculation of Filing Fee Table

Form S-8
(Form Type)

Definitive Healthcare Corp.
(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 ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.001 per share	Other	5,201,047 ⁽³⁾	\$1.44	\$7,489,507.68	0.00013810	\$1,034.31
Total Offering Amounts						\$7,489,507.68	\$1,034.31
Total Fee Offsets							—
Net Fee Due							\$1,034.31

- ⁽¹⁾ Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock, par value \$0.001 per share (“Common Stock”), which become issuable under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) by reason of any stock split, stock dividend, recapitalization, or other similar transaction.
- ⁽²⁾ Estimated in accordance with Rule 457(h) and Rule 457(c) of the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant’s Common Stock on February 23, 2026, as reported on the Nasdaq Stock Market LLC.
- ⁽³⁾ Represents the number of additional shares of Common Stock available for issuance as a result of the annual evergreen increase on January 1, 2026, under the 2021 Plan.

