As filed with the Securities and Exchange Commission on August 6, 2026

Registration Statement No. 333-

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

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

Trevi Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**45-0834299** **(I.R.S. Employer Identification No.)**

195 Church Street, 16th Floor
New Haven, CT 06510
(Address of principal executive offices)

Amended and Restated 2019 Stock Incentive Plan
(Full title of the plan)

Jennifer Good
President and Chief Executive Officer
Trevi Therapeutics, Inc.
195 Church Street, 16th Floor
New Haven, Connecticut 06510
(Name and address of agent for service)

(203) 304-2499
(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. ☐

Statement of Incorporation by Reference

This Registration Statement on Form S-8, relating to the Amended and Restated 2019 Stock Incentive Plan (the “2019 Plan”) of Trevi Therapeutics, Inc. (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement incorporates by reference (i) the contents of the Registration Statement on Form S-8, File No. 333-231260, relating to the 2012 Stock Incentive Plan, as amended, of the Registrant, the 2019 Plan, and the 2019 Employee Stock Purchase Plan of the Registrant (the “2019 ESPP”), filed by the Registrant with the Securities and Exchange Commission on May 7, 2019, (ii) the contents of the Registration Statement on Form S-8, File No. 333-237193, relating to the 2019 Plan and the 2019 ESPP, filed by the Registrant with the Securities and Exchange Commission on March 16, 2020, (iii) the contents of the Registration Statement on Form S-8, File No. 333-257729, relating to the 2019 Plan and the 2019 ESPP, filed by the Registrant with the Securities and Exchange Commission on July 7, 2021, (iv) the contents of the Registration Statement on Form S-8, File No. 333-264615, relating to the 2019 Plan and the 2019 ESPP, filed by the Registrant with the Securities and Exchange Commission on May 2, 2022, (v) the contents of the Registration Statement on Form S-8, File No. 333-271839, relating to the 2019 Plan and the 2019 ESPP, filed by the Registrant with the Securities and Exchange Commission on May 11, 2023, (vi) the contents of the Registration Statement on Form S-8, File No. 333-278101, relating to the 2019 Plan, filed by the Registrant with the Securities and Exchange Commission on March 20, 2024, (vii) the contents of the Registration Statement on Form S-8, File No. 333-285879, relating to the 2019 Plan, filed by the Registrant with the Securities and Exchange Commission on March 18, 2025, and (viii) the contents of the Registration Statement on Form S-8, File No. 333-289362, relating to the 2019 Plan, filed by the Registrant with the Securities and Exchange Commission on August 7, 2025.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

Number	Description
4.1(1)	Restated Certificate of Incorporation of the Registrant, as amended
4.2(2)	Amended and Restated Bylaws of the Registrant
4.3(3)	Certificate of Amendment to the Restated Certificate of Incorporation, as amended, of the Registrant
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(4)	Amended and Restated 2019 Stock Incentive Plan
107	Filing Fee Table

(1) Previously filed with the Securities and Exchange Commission on August 10, 2023 as an Exhibit to the Registrant’s Quarterly Report on Form 10-Q (File No. 001-38886) and incorporated herein by reference.
(2) Previously filed with the Securities and Exchange Commission on April 14, 2023 as an Exhibit to the Registrant’s Current Report on Form 8-K (File No. 001-38886) and incorporated herein by reference.
(3) Previously filed with the Securities and Exchange Commission on June 4, 2026 as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-38886) and incorporated herein by reference.
(4) Previously filed with the Securities and Exchange Commission on April 21, 2026 as Appendix A to the Registrant’s Definitive Proxy Statement on Schedule 14A (File No. 001-38886) and incorporated herein by reference.

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 New Haven, Connecticut, on this 6th day of August, 2026.

Trevi Therapeutics, Inc.

By:	/s/ David C. Hastings
Name:	**David C. Hastings**
Title:	**Chief Financial Officer**

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Trevi Therapeutics, Inc., hereby severally constitute and appoint Jennifer L. Good and David C. Hastings, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Trevi Therapeutics, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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
/s/ Jennifer L. Good **Jennifer L. Good**	President and Chief Executive Officer, Director *(Principal Executive Officer)*	August 6, 2026
/s/ David C. Hastings **David C. Hastings**	Chief Financial Officer *(Principal Financial Officer)*	August 6, 2026
/s/ Christopher Galletta **Christopher Galletta**	Controller *(Principal Accounting Officer)*	August 6, 2026
/s/ David Meeker, M.D. **David Meeker, M.D.**	Chairman of the Board	August 6, 2026
/s/ Dominick Colangelo **Dominick Colangelo**	Director	August 6, 2026
/s/ Michael Heffernan **Michael Heffernan**	Director	August 6, 2026
/s/ Edward Mathers **Edward Mathers**	Director	August 6, 2026
/s/ Anne VanLent **Anne VanLent**	Director	August 6, 2026

Exhibit 5.1

WILMERHALE

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wilmerhale.com

August 6, 2026

Trevi Therapeutics, Inc.
195 Church Street, 16th Floor
New Haven, Connecticut 06510

Re: Amended and Restated 2019 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 8,000,000 shares of common stock, $0.001 par value per share (the "Shares"), of Trevi Therapeutics, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated 2019 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement, the Plan and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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 of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Wilmer Cutler Pickering Hale and Dorr LLP

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2019 Stock Incentive Plan, of Trevi Therapeutics, Inc. of our report dated March 17, 2026, with respect to the consolidated financial statements of Trevi Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
August 6, 2026

Exhibit 107

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Trevi Therapeutics, 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	Other [2]	8,000,000 [3]	$17.97 [2]	$143,760,000.00	.0001381	$19,853.26
Total Offering Amounts				–	$143,760,000.00	–	$19,853.26
Total Fee Offsets				–	–	–	–
Net Fee Due				–	–	–	$19,853.26

(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 may from time to time be offered or issued to prevent dilution by reason of any stock dividend, stock split or other similar transaction.

(2) The proposed maximum offering price per unit of $17.97 is estimated pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee, and is based upon the average of the high and low prices of the Common Stock on August 3, 2026, as reported on the Nasdaq Global Market.

(3) Consists of 8,000,000 additional shares issuable under the Trevi Therapeutics, Inc. Amended and Restated 2019 Stock Incentive Plan.