

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

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

UNIQUE N.V.

(Exact Name of Registrant as Specified in its Charter)

Netherlands
(State or Other Jurisdiction of Incorporation or
Organization)

Paasheuvelweg 25a,
1105 BP Amsterdam, The Netherlands
(Address of Principal Executive Offices)

N/A
(I.R.S. Employer Identification
No.)

N/A
(Zip Code)

uniQure N.V. Amended and Restated 2014 Share Incentive Plan
(Full Title of the Plan)

Matthew Kapusta
Chief Executive Officer
1 Hartwell Place
Lexington, MA 02421
(Name and Address of Agent For Service)

Tel: +1 339 970 7000
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Jeannette Potts
Chief Legal Officer
1 Hartwell Place
Lexington, MA 02421
+1 339 970 7000

Timothy J. Corbett
Morgan, Lewis & Bockius LLP
One Federal Street
Boston, MA 02110
+1 617 341 7700

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. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “**Registration Statement**”) is being filed by uniQure N.V. (the “**Registrant**”) solely for the purpose of registering an additional 350,000 ordinary shares, par value €0.05 per share, of the Registrant (the “**Ordinary Shares**”) to be offered to participants under the Registrant’s Amended and Restated 2014 Share Incentive Plan, which was originally adopted at the annual general meeting of the Registrant’s shareholders on January 9, 2014 and was subsequently amended or amended and restated, as applicable, as of June 10, 2015, June 15, 2016, June 13, 2018, June 16, 2021, November 15, 2023, June 18, 2024, June 11, 2025, and June 10, 2026 (as so amended or as amended and restated to date, the “**2014 Plan**”).

On April 14, 2026, an amendment to the 2014 Plan (in the form then in effect) was approved by the board of directors of the Registrant and was subsequently approved by the Registrant’s shareholders at its annual general meeting on June 10, 2026 to increase the number of Ordinary Shares reserved for issuance under the 2014 Plan by an additional 350,000 shares.

The Ordinary Shares registered hereby are in addition to and of the same class as those on the Registrant’s registration statements on Form S-8 registering (i) 1,531,471 Ordinary Shares issuable under the 2014 Plan previously filed with the Securities and Exchange Commission (the “**Commission**”) on August 6, 2014 (File No. [333-197887](#)), (ii) 4,070,000 Ordinary Shares issuable under the 2014 Plan previously filed with the Commission on May 15, 2017 (File No. [333-218005](#)), (iii) 3,000,000 Ordinary Shares issuable under the 2014 Plan previously filed with the Commission on June 14, 2018 (File No. [333-225629](#)), (iv) 4,000,000 Ordinary Shares issuable under the 2014 Plan previously filed with the Commission on July 20, 2021 (File No. [333-258036](#)), (v) 1,750,000 Ordinary Shares issuable under the 2014 Plan previously filed with the Commission on February 28, 2024 (File No. [333-277439](#)), (vi) 1,500,000 Ordinary Shares issuable under the 2014 Plan previously filed with the Commission on August 1, 2024 (File No. [333-281165](#)), and (vii) 2,400,000 Ordinary Shares issuable under the 2014 Plan previously filed with the Commission on June 30, 2025 (File No. [333-288413](#)) (collectively, the “**Previous Registration Statements**”). In accordance with General Instruction E to Form S-8, the contents of the Previous Registration Statements and the contents incorporated by reference therein are hereby incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) [The Registrant's Annual Report on Form 10-K for fiscal year ended December 31, 2025 filed with the Commission on March 2, 2026](#);
- (b) The Registrant's Quarterly Reports on Form 10-Q filed with the Commission on [May 5, 2026](#) and [July 29, 2026](#);
- (c) The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the year ended December 31, 2025 from the Registrant's [Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 27, 2026](#); and
- (d) The description of the securities contained in the Registrant's registration statement on [Form 8-A \(Registration No. 001-36294\)](#) filed with the Commission on January 31, 2014, under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. 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 in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

A list of exhibits filed herewith is contained in the Exhibit Index that immediately precedes the signature page hereto and is incorporated herein by reference.

EXHIBIT INDEX

Number	Description
5.1*	<u>Opinion of NautaDutilh N.V., counsel to the Registrant</u>
23.1*	<u>Consent of NautaDutilh N.V. (included in Exhibit No. 5.1)</u>
23.2*	<u>Consent of KPMG Accountants N.V., Independent Registered Public Accounting Firm</u>
24.1*	<u>Power of attorney (included on the signature pages of this Registration Statement on Form S-8)</u>
99.1	<u>Amended and Restated 2014 Share Incentive Plan of uniQure N.V. (incorporated by reference to Exhibit No. 10.1 to the Registrant's Current Report on Form 8-K filed on June 15, 2026 (File No. 001-36294))</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 Amsterdam, the Netherlands, on July 29, 2026.

UNIQUE N.V.

By: /s/ Matthew Kapusta
Matthew Kapusta
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matthew Kapusta and Christian Klemt, and each of them, as his or her true and lawful agent, proxy and attorney-in-fact, each acting alone, 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 (i) act on, sign, and file with the SEC any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act and (iv) take any and all actions which may be necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
<u>/s/ Matthew Kapusta</u> Matthew Kapusta	Chief Executive Officer and Director (Principal Executive Officer)	July 29, 2026
<u>/s/ Christian Klemt</u> Christian Klemt	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 29, 2026
<u>/s/ Madhavan Balachandran</u> Madhavan Balachandran	Director	July 29, 2026
<u>/s/ Robert Gut</u> Robert Gut	Director	July 29, 2026
<u>/s/ Rachelle Jacques</u> Rachelle Jacques	Director	July 29, 2026
<u>/s/ Jack Kaye</u> Jack Kaye	Director	July 29, 2026
<u>/s/ David Meek</u> David Meek	Director	July 29, 2026
<u>/s/ Leonard Post</u> Leonard Post	Director	July 29, 2026
<u>/s/ Jeremy P. Springhorn</u> Jeremy P. Springhorn	Director	July 29, 2026

AUTHORIZED UNITED STATES REPRESENTATIVE

Pursuant to the requirement of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the aforementioned Registrant, has signed this Registration Statement on July 29, 2026.

UNIQUE, INC.

By: /s/ Jeannette Potts
Name: Jeannette Potts
Title: Chief Legal and Compliance Officer

Beethovenstraat 400
1082 PR Amsterdam
T +31 20 71 71 000

Amsterdam, 29 July 2026.

To the Company:

We have acted as legal counsel as to Dutch law to the Company in connection with the Plan and the filing of the Registration Statement with the SEC. This opinion letter is rendered to you in order to be filed with the SEC as an exhibit to the Registration Statement.

Capitalised terms used in this opinion letter have the meanings set forth in Exhibit A to this opinion letter. The headings used in this opinion letter are for convenience of reference only and are not to affect its construction or to be taken into consideration in its interpretation.

This opinion letter is strictly limited to the matters stated in it and may not be read as extending by implication to any matters not specifically referred to in it. Nothing in this opinion letter should be taken as expressing an opinion in respect of any representations or warranties, or other information, contained in any document reviewed by us in connection with this opinion letter.

In rendering the opinions expressed in this opinion letter, we have reviewed and relied upon a pdf copy of the Plan, a draft of the Registration Statement and pdf copies of the Corporate Documents and we have assumed that Awards under the Plan shall be made for bona fide commercial reasons. We have not investigated or verified any factual matter disclosed to us in the course of our review.

This opinion letter sets out our opinion on certain matters of the laws with general applicability of the Netherlands, and, insofar as they are directly applicable in the Netherlands, of the European Union, as at today's date and as presently interpreted under published authoritative case law of the Dutch courts, the General Court and the Court of Justice of the European Union. We do not express any opinion on Dutch or European competition law, data protection law, tax law, securitisation law or regulatory law. No undertaking is assumed on our part to revise, update or amend this opinion letter in connection with, or to notify or inform you of, any developments and/or changes of Dutch law subsequent to today's date. We do not purport to opine on the consequences of amendments to the Plan, the Registration Statement or the Corporate Documents subsequent to the date of this opinion letter.

The opinions expressed in this opinion letter are to be construed and interpreted in accordance with Dutch law. The competent courts at Amsterdam, the Netherlands, have exclusive jurisdiction to settle any issues of interpretation or liability arising out of or in connection with this opinion letter. Any legal relationship arising out of or in connection with this opinion letter (whether contractual or non-

Amsterdam

Brussels

London

Luxemburg

New York

Rotterdam

All legal relationships are subject to NautaDutilh N.V.'s general terms and conditions (see <https://www.nautadutilh.com/terms>), which apply mutatis mutandis to our relationship with third parties relying on statements of NautaDutilh N.V., include a limitation of liability clause, have been filed with the Rotterdam District Court and will be provided free of charge upon request. NautaDutilh N.V.; corporate seat Rotterdam; trade register no. 24338323.

contractual), including the above submission to jurisdiction, is governed by Dutch law and shall be subject to the general terms and conditions of NautaDutilh. Any liability arising out of or in connection with this opinion letter shall be limited to the amount which is paid out under NautaDutilh's insurance policy in the matter concerned. No person other than NautaDutilh may be held liable in connection with this opinion letter.

In this opinion letter, legal concepts are expressed in English terms. The Dutch legal concepts concerned may not be identical in meaning to the concepts described by the English terms as they exist under the law of other jurisdictions. In the event of a conflict or inconsistency, the relevant expression shall be deemed to refer only to the Dutch legal concepts described by the English terms.

For the purposes of this opinion letter, we have assumed that:

- a. each copy of a document conforms to the original, each original is authentic, and each signature is the genuine signature of the individual purported to have placed that signature;
 - b. the Registration Statement shall have been filed with the SEC in the form reviewed by us prior to the first Relevant Moment;
 - c. if any signature under any document is an electronic signature (as opposed to a handwritten ("wet ink") signature) only, it is either a qualified electronic signature within the meaning of the eIDAS Regulation, or the method used for signing is otherwise sufficiently reliable;
 - d. at each Relevant Moment, (i) Ordinary Shares shall have been admitted for trading on a trading system outside the European Economic Area comparable to a regulated market or a multilateral trading facility as referred to in Section 2:86c(1) DCC and (ii) no financial instruments issued by the Company (or depository receipts for or otherwise representing such financial instruments) shall have been admitted to trading on a regulated market, multilateral trading facility or organised trading facility operating in the European Economic Area (and no request for admission of any such financial instruments to trading on any such trading venue shall have been made);
 - e. the Deed of Incorporation and the Deed of Conversion are valid notarial deeds;
 - f. the Current Articles are the Articles of Association currently in force and as they will be in force at each Relevant Moment;
 - g. at each Relevant Moment, the Company will not have (i) been dissolved
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(*ontbonden*), (ii) ceased to exist pursuant to a merger (*fusie*) or a division (*splitsing*), (iii) been converted (*omgezet*) into another legal form, either national or foreign (except pursuant to the Deed of Conversion), (iv) had its assets placed under administration (*onder bewind gesteld*), (v) been declared bankrupt (*failliet verklaard*), (vi) been granted a suspension of payments (*surseance van betaling verleend*), (vii) started or become subject to statutory proceedings for the restructuring of its debts (*akkoordprocedure*) or (viii) been made subject to similar proceedings in any jurisdiction or otherwise been limited in its power to dispose of its assets;

- h. at each Relevant Moment, the authorised share capital (*maatschappelijk kapitaal*) of the Company shall allow for the grant of Awards and the issuance of Plan Shares pursuant to the exercise or settlement thereof;
 - i. no Awards shall be offered to the public (*aanbieden aan het publiek*) in the Netherlands other than in conformity with the Prospectus Regulation, the PRIIPs Regulation and the rules promulgated thereunder;
 - j. at each Relevant Moment, the relevant Award(s) (i) shall have been validly granted as a right to subscribe for Ordinary Shares (*recht tot het nemen van aandelen*) by the corporate body duly authorised to do so, (ii) shall be in full force and effect upon being exercised or settled, as applicable, (iii) shall have been validly exercised or settled, as applicable, in accordance with the terms and conditions applicable to such Award(s) and (iv) any pre-emption rights in respect of such Award(s) shall have been validly excluded by the corporate body duly authorised to do so;
 - k. at each Relevant Moment, each holder of the relevant Award(s) shall be an individual who has not (i) deceased, (ii) had such individual's assets placed under administration (*onder bewind gesteld*), (iii) been declared bankrupt (*failliet verklaard*), (iv) been granted a suspension of payments (*surseance van betaling verleend*), (v) been subjected to a debt reorganisation procedure (*schuldsanering*), (vi) started or become subject to statutory proceedings for the restructuring of such individual's debts (*akkoordprocedure*) or (vii) been made subject to similar proceedings in any jurisdiction or otherwise been limited in the power to dispose of such individual's assets; and
 - l. at each Relevant Moment, each of the assumptions made in this opinion letter was or will be, as applicable, correct in all aspects by reference to the facts and circumstances then existing.
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Based upon and subject to the foregoing and subject to the qualifications set forth in this opinion letter and to any matters, documents or events not disclosed to us, we express the following opinions:

Incorporation and Corporate Status

1. The Company has been duly incorporated as a *besloten vennootschap met beperkte aansprakelijkheid* and is validly existing as a *naamloze vennootschap*.

Plan Shares

2. Subject to receipt by the Company of payment in full for, or other satisfaction of the issue price of, the Plan Shares in accordance with the Plan, and when issued and accepted in accordance with the Plan, the Plan Shares shall be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the following qualifications:

- A. The opinion expressed in paragraph 1 of this opinion letter must not be read to imply that the Company cannot be dissolved (*ontbonden*). A company such as the Company may be dissolved, inter alia by the competent court at the request of its board of directors (*bestuur*), any interested party (*belanghebbende*) or the public prosecution office in certain circumstances, such as when there are certain defects in the incorporation of the company. Any such dissolution will not have retro-active effect.
 - B. Pursuant to Section 2:7 DCC, any transaction entered into by a legal entity may be nullified by the legal entity itself or its liquidator in bankruptcy proceedings (*curator*) if the objects of that entity were transgressed by the transaction and the other party to the transaction knew or should have known this without independent investigation (*wist of zonder eigen onderzoek moest weten*). The Dutch Supreme Court (*Hoge Raad der Nederlanden*) has ruled that in determining whether the objects of a legal entity are transgressed, not only the description of the objects in that legal entity's articles of association (*statuten*) is decisive, but all (relevant) circumstances must be taken into account, in particular whether the interests of the legal entity were served by the transaction. Based on the objects clause contained in the Current Articles, we have no reason to believe that, by making Awards under the Plan, the Company would transgress the description of the objects contained in its Articles of Association. However, we cannot assess whether there are other relevant
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circumstances that must be taken into account, in particular whether the interests of the Company are served by making Awards under the Plan since this is a matter of fact.

- C. Pursuant to Section 2:98c DCC, a *naamloze vennootschap* may grant loans (*leningen verstrekken*) only in accordance with the restrictions set out in Section 2:98c DCC, and may not provide security (*zekerheid stellen*), give a price guarantee (*koersgarantie geven*) or otherwise bind itself, whether jointly and severally or otherwise with or for third parties (*zich op andere wijze sterk maken of zich hoofdelijk of anderszins naast of voor anderen verbinden*) with a view to (*met het oog op*) the subscription or acquisition by third parties of shares in its share capital or depository receipts. This prohibition also applies to its subsidiaries (*dochtervennootschappen*). It is generally assumed that a transaction entered into in violation of Section 2:98c DCC is null and void (*nietig*). Based on the content of the Plan, we have no reason to believe that the Company or its subsidiaries would violate Section 2:98c DCC in connection with the issue of Plan Shares. However, we cannot confirm this definitively, since this is a matter of fact.
- D. The opinions expressed in this opinion letter may be limited or affected by:
- a. rules relating to Insolvency Proceedings or similar proceedings under a foreign law and other rules affecting creditors' rights generally;
 - b. the provisions of fraudulent preference and fraudulent conveyance (*Actio Pauliana*) and similar rights available in other jurisdictions to insolvency practitioners and insolvency office holders in bankruptcy proceedings or creditors;
 - c. claims based on tort (*onrechtmatige daad*);
 - d. sanctions and measures, including but not limited to those concerning export control, pursuant to European Union regulations, under the Dutch Sanctions Act 1977 (*Sanctiewet 1977*) or other legislation;
 - e. the Anti-Boycott Regulation, Anti Money Laundering Laws and related legislation;
 - f. any intervention, recovery or resolution measure by any regulatory or other authority or governmental body in relation to financial enterprises or their affiliated entities; and
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- g. the rules of force majeure (*niet toerekenbare tekortkoming*), reasonableness and fairness (*redelijkheid en billijkheid*), suspension (*opschorting*), dissolution (*ontbinding*), unforeseen circumstances (*onvoorziene omstandigheden*) and vitiated consent (i.e., duress (*bedreiging*), fraud (*bedrog*), abuse of circumstances (*misbruik van omstandigheden*) and error (*dwalings*)) or a difference of intention (*wil*) and declaration (*verklaring*).
- E. The term "non-assessable" has no equivalent in the Dutch language and for purposes of this opinion letter such term should be interpreted to mean that a holder of an Ordinary Share shall not by reason of merely being such a holder be subject to assessment or calls by the Company or its creditors for further payment on such Ordinary Share.
- F. This opinion letter does not purport to express any opinion or view on the operational rules and procedures of any clearing or settlement system or agency.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent, we do not admit or imply that we are a person whose consent is required under Section 7 of the United States Securities Act of 1933, as amended, or any rules and regulations promulgated thereunder.

Sincerely yours,

/s/ NautaDutilh N.V.

NautaDutilh N.V.

EXHIBIT A

LIST OF DEFINITIONS

"Anti Money Laundering Laws"	The European Anti-Money Laundering Directives, as implemented in the Netherlands in the Money Laundering and Terrorist Financing Prevention Act (<i>Wet ter voorkoming van witwassen en financieren van terrorisme</i>) and the Dutch Criminal Code (<i>Wetboek van Strafrecht</i>).
"Anti-Boycott Regulation"	Regulation (EC) No 2271/96 on protecting against the effects of the extra-territorial application of legislation adopted by a third country, and actions based thereon or resulting therefrom.
"Articles of Association"	The Company's articles of association (<i>statuten</i>) as they read from time to time.
"Awards"	Rights to subscribe for Ordinary Shares granted pursuant to the terms and conditions of the Plan.
"Bankruptcy Code"	The Dutch Bankruptcy Code (<i>Faillissementswet</i>).
"Commercial Register"	The Dutch Commercial Register (<i>handelsregister</i>).
"Company"	uniQure N.V., a public company with limited liability (<i>naamloze vennootschap</i>), registered with the Commercial Register under number 54385229.
"Corporate Documents"	The Deed of Incorporation, the Deed of Conversion and the Current Articles.
"Current Articles"	The Articles of Association as they read as a consequence of the execution of a deed of amendment to the Articles of Association dated 15 June 2026.
"DCC"	The Dutch Civil Code (<i>Burgerlijk Wetboek</i>).

"Deed of Conversion"	The deed of conversion and amendment to the Articles of Association dated 10 February 2014.
"Deed of Incorporation"	The Company's deed of incorporation (<i>akte van oprichting</i>) dated 9 January 2012.
"eIDAS Regulation"	Regulation (EU) No 910/2014 on electronic identification and trust services for electronic transactions in the internal market.
"Insolvency Proceedings"	Any insolvency proceedings within the meaning of Regulation (EU) 2015/848 on insolvency proceedings (recast), listed in Annex A thereto and any statutory proceedings for the restructuring of debts (<i>akkoordprocedure</i>) pursuant to the Bankruptcy Code.
"NautaDutilh"	NautaDutilh N.V.
"the Netherlands"	The European territory of the Kingdom of the Netherlands and " Dutch " is in or of the Netherlands.
"Ordinary Shares"	Ordinary shares in the Company's capital, with a nominal value of EUR 0.05 each.
"Plan"	The uniQure N.V. Amended and Restated 2014 Share Incentive Plan of the Company in the form attached as exhibit 99.1 to the Registration Statement.
"Plan Shares"	350,000 Ordinary Shares available for issuance under the Plan.
"PRIIPs Regulation"	Regulation (EU) No 1286/2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs).
"Prospectus Regulation"	Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.

**"Registration
Statement"**

The Company's registration statement on Form S-8 to be filed with the SEC in connection with the registration of the Plan Shares, in the form reviewed by us.

"Relevant Moment"

Each time when one or more Awards are granted or one or more Plan Shares are issued pursuant to the exercise or settlement of the relevant Award(s).

"SEC"

The United States Securities and Exchange Commission.

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 2, 2026, with respect to the consolidated financial statements of uniQure N.V., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG Accountants N.V.

Amstelveen, The Netherlands

July 29, 2026

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