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

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

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**BRIDGEBIO ONCOLOGY THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**39-3690783**  
(I.R.S. Employer  
Identification No.)

**256 E. Grand Avenue, Suite 104**  
**South San Francisco, CA 94080**  
**(650) 405-4770**  
(Address of Principal Executive Offices, Zip Code)

**BridgeBio Oncology Therapeutics, Inc. 2025 Stock Option and Incentive Plan**  
**BridgeBio Oncology Therapeutics, Inc. 2025 Employee Stock Purchase Plan**  
(Full title of the plan)

**Eli Wallace**  
**Chief Executive Officer**  
**BridgeBio Oncology Therapeutics, Inc.**  
**256 E. Grand Avenue, Suite 104**  
**South San Francisco, CA 94080**  
**(650) 405-4770**

(Name and address of agent for service; Telephone number, including area code, of agent for service)

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*Copies to:*

**Maggie L. Wong**  
**Alicia M. Tschirhart**  
**Goodwin Procter LLP**  
**525 Market Street**  
**San Francisco, CA 94105**  
**(415) 733-6000**

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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

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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.

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## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 registers (i) additional shares of common stock, \$0.0001 par value per share (“Common Stock”), of BridgeBio Oncology Therapeutics, Inc. (previously named Helix Acquisition Corp. II, the “Registrant”) under the Registrant’s 2025 Stock Option and Incentive Plan (the “2025 Plan”) and (ii) additional shares of Common Stock under the Registrant’s 2025 Employee Stock Purchase Plan (the “2025 ESPP”).

The number of shares of Common Stock reserved and available for issuance under the 2025 Plan is subject to an automatic annual increase on each January 1, by 5% of the sum of (a) the number of shares of Common Stock issued and outstanding, (b) the number of shares of Common Stock underlying any outstanding stock options, restricted stock units, stock appreciation rights or other equity awards exercisable for or convertible or exchangeable into shares of Common Stock pursuant to the Company’s equity incentive plans or similar arrangements, (c) the number of shares of Common Stock reserved for future issuance under the Company’s equity incentive plans or similar arrangements, and (d) the number of shares of Common Stock issuable upon (i) the exercise of any outstanding warrants or other rights to purchase shares of Common Stock or (ii) the conversion or exchange of any outstanding shares of preferred stock or other securities convertible or exchangeable into shares of Common Stock, to the extent not included in clause (b) or (c) (clauses (a) through (d), collectively, the “Fully Diluted Shares”) on the immediately preceding December 31, or such lesser amount as determined by the plan administrator. Accordingly, on January 1, 2026, the number of shares of Common Stock reserved and available for issuance under the 2025 Plan increased by 4,563,529 shares.

The number of shares of Common Stock reserved and available for issuance under the 2025 ESPP is subject to an automatic increase on each January 1, by the lesser of 973,809 shares of Common Stock, 1% of the Fully Diluted Shares on the immediately preceding December 31, or such lesser amount as determined by the plan administrator. Accordingly, on January 1, 2026, the number of shares of Common Stock reserved and available for issuance under the 2025 ESPP increased by 912,706 shares.

The additional shares reserved and available for future issuance under the 2025 Plan and 2025 ESPP are of the same class as other securities relating to the 2025 Plan and 2025 ESPP for which the Registrant’s Registration Statement filed on Form S-8 filed with the Securities and Exchange Commission on October 10, 2025 (File No. 333-290825) is effective. The information contained in the Registrant’s Registration Statement on Form S-8 (Registration No. [333-290825](#)) is hereby incorporated by reference pursuant to General Instruction E.

**Part II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

**EXHIBIT INDEX**

Exhibit No.	Description
4.1	<a href="#"><u>BridgeBio Oncology Therapeutics, Inc. Certificate of Incorporation (incorporated by reference to Exhibit 3.1 the Registrant's Current Report on Form 8-K filed on August 12, 2025).</u></a>
4.2	<a href="#"><u>BridgeBio Oncology Therapeutics, Inc. Bylaws (incorporated by reference to Exhibit 3.2 the Registrant's Current Report on Form 8-K filed on August 12, 2025).</u></a>
5.1*	<a href="#"><u>Opinion of Goodwin Procter LLP.</u></a>
23.1*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm.</u></a>
23.2*	<a href="#"><u>Consent of WithumSmith+Brown, former independent registered public accounting firm.</u></a>
23.3*	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page).</u></a>
99.1	<a href="#"><u>BridgeBio Oncology Therapeutics, Inc. 2025 Stock Option and Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.21 to the Registrant's Registration Statement on Form S-1 (No. 333-289940) filed on August 29, 2025).</u></a>
99.2	<a href="#"><u>BridgeBio Oncology Therapeutics, Inc. 2025 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.22 the Registrant's Current Report on Form 8-K filed on August 12, 2025).</u></a>
107*	<a href="#"><u>Filing Fee table.</u></a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 San Francisco, State of California, on this 2nd day of January, 2026.

### BRIDGEBIO ONCOLOGY THERAPEUTICS, INC.

By: /s/ Eli Wallace  
Name: Eli Wallace  
Title: Chief Executive Officer and Director

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Eli Wallace and Uneek Mehra, as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission granting unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

NAME	TITLE	DATE
<u>/s/ Eli Wallace</u> Eli Wallace	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	January 2, 2026
<u>/s/ Uneek Mehra</u> Uneek Mehra	Chief Financial Officer <i>(Principal Financial Officer)</i>	January 2, 2026
<u>/s/ Jake Bauer</u> Jake Bauer	Director	January 2, 2026
<u>/s/ Bihua Chen</u> Bihua Chen	Director	January 2, 2026
<u>/s/ Michelle Doig</u> Michelle Doig	Director	January 2, 2026
<u>/s/ Raymond Kelleher</u> Raymond Kelleher	Director	January 2, 2026
<u>/s/ Neil Kumar</u> Neil Kumar	Director	January 2, 2026
<u>/s/ Frank P. McCormick</u> Frank P. McCormick	Director	January 2, 2026
<u>/s/ Praveen Tipirneni</u> Praveen Tipirneni	Director	January 2, 2026

January 2, 2026

BridgeBio Oncology Therapeutics, Inc.  
256 E. Grand Avenue, Suite 104  
South San Francisco, CA 94080

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 5,476,235 shares (the "Shares") of Common Stock, par value \$0.0001 per share ("Common Stock"), of BridgeBio Oncology Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2025 Stock Option and Incentive Plan and 2025 Employee Stock Purchase Plan (together, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER 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 report dated April 14, 2025 relating to the financial statements of TheRas, Inc., appearing in Registration Statement No. 333-288222 on Form S-4 of TheRas, Inc.

/s/ Deloitte & Touche LLP  
San Francisco, California  
January 2, 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 our report dated March 10, 2025, which includes an explanatory paragraph relating to Helix Acquisition Corp. II's ability to continue as a going concern, relating to the financial statements of Helix Acquisition Corp. II, Inc as of December 31, 2024 and 2023 and for the years then ended, appearing in the Prospectus, which is part of the Registration Statement on Form S-1 (File No. 333-289940).

/s/ WithumSmith+Brown, PC

New York, New York

January 2, 2026

# Calculation of Filing Fee Tables

## S-8

### BridgeBio Oncology Therapeutics, Inc.

Table 1: Newly Registered Securities

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	Common Stock, \$0.0001 par value per share	Other	4,563,529	\$ 12.52	\$ 57,135,383.08	0.0001381	\$ 7,890.40
2 Equity	Common Stock, \$0.0001 par value per share	Other	912,706	\$ 10.65	\$ 9,720,318.90	0.0001381	\$ 1,342.38
Total Offering Amounts:					\$ 66,855,701.98		\$ 9,232.78
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 9,232.78

#### Offering Note

<sup>1</sup> (1)Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 ("Registration Statement") shall also cover any additional shares of common stock, \$0.0001 par value per share (the "Common Stock") of BridgeBio Oncology Therapeutics, Inc. (previously named Helix Acquisition Corp. II, the "Registrant") that become issuable under the BridgeBio Oncology Therapeutics, Inc. 2025 Stock Option and Incentive Plan (the "2025 Plan") and the BridgeBio Oncology Therapeutics, Inc. 2025 Employee Stock Purchase Plan (the "2025 ESPP") by reason of any stock dividend, stock split, recapitalization or any other similar transactions. (2)Represents an additional 4,563,529 shares of Common Stock reserved for issuance under the 2025 Plan as a result of an automatic increase effective January 1, 2026. Shares available for issuance under the 2025 Plan were previously registered on a Registration Statement on Form S-8 filed with the United States Securities and Exchange Commission ("SEC") on October 10, 2025 (File No. 333-290825). (3)Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on \$12.52, the average of the high and low sale prices of the Common Stock as reported on Nasdaq on December 30, 2025 (such date being within five business days of the date that this Registration Statement was filed with the SEC).

<sup>2</sup> (1)Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 ("Registration Statement") shall also cover any additional shares of common stock, \$0.0001 par value per share (the "Common Stock") of BridgeBio Oncology Therapeutics, Inc. (previously named Helix Acquisition Corp. II, the "Registrant") that become issuable under the BridgeBio Oncology Therapeutics, Inc. 2025 Stock Option and Incentive Plan (the "2025 Plan") and the BridgeBio Oncology Therapeutics, Inc. 2025 Employee Stock Purchase Plan (the "2025 ESPP") by reason of any stock dividend, stock split, recapitalization or any other similar transactions. (4)Represents an additional 912,706 shares of Common Stock reserved for future issuance under the 2025 ESPP as a result of an automatic increase effective January 1, 2026. Shares available for issuance under the 2025 ESPP were previously registered on a Registration Statement on Form S-8 filed with the SEC on October 10, 2025 (File No. 333-290825). (5)Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on 85% (the percentage of the price per share applicable to purchases under the 2025 ESPP) of \$12.52, the average of the high and low sale prices of the Common Stock as reported on Nasdaq on December 30, 2025 (such date being within five business days of the date that this Registration Statement was filed with the SEC).

Table 2: Fee Offset Claims and Sources

Not Applicable

Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee	Security Title Associated with Fee	Unsold Securities Associated with Fee	Unsold Aggregate Offering Amount Associated	Fee Paid with Fee
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