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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tempest Therapeutics, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

45-1472564
(I.R.S. Employer
Identification No.)

**2000 Sierra Point Parkway, Suite 400
Brisbane, California 94005
(415) 798-8589**
(Address of principal executive offices) (Zip code)

**Tempest Therapeutics, Inc. Amended and Restated 2023 Equity Incentive Plan
Tempest Therapeutics, Inc. Amended and Restated 2019 Employee Stock Purchase Plan**
(Full titles of the plans)

**Matthew Angel
Chief Executive Officer
Tempest Therapeutics, Inc.
2000 Sierra Point Parkway, Suite 400
Brisbane, California 94005
(415) 798-8589**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Laura Berezin
Jaime Chase
Cooley LLP
1700 Seventh Avenue, Suite 1900
Seattle, Washington 98101
(206) 452-8700**

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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-294732), originally filed by Tempest Therapeutics, Inc. (the "Company") with the Securities and Exchange Commission on March 30, 2026, is being filed solely to correct Exhibit 23.2, the Consent of Independent Registered Public Accounting Firm. The original filing mistakenly included a version of the consent with an incorrect date for the report of Ernst & Young LLP with respect to the Company's consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. No other changes have been made to the Registration Statement.

Item 8. Exhibits

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	Restated Certificate of Incorporation of the Registrant, as amended	10-Q	001-35890	3.1	5/15/2019
4.2	Certificate of Amendment to the Restated Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware on June 24, 2021	8-K	001-35890	3.1	6/28/2021
4.3	Certificate of Amendment to the Restated Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware on June 25, 2021	8-K	001-35890	3.2	6/28/2021
4.4	Certificate of Designation of Series A Junior Participating Preferred Stock, as filed with the Secretary of State of the State of Delaware on October 10, 2023	8-K	001-35890	3.1	10/11/2023
4.5	Amended and Restated Bylaws of the Registrant	8-K	001-35890	3.1	9/4/2021
4.6	Rights Agreement, dated as of October 10, 2023, between Tempest Therapeutics, Inc. and Computershare Trust Company, N.A., which includes the form of Certificate of Designation as Exhibit A, the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C	8-K	001-35890	4.1	10/11/2023
4.7	Amendment No. 1, dated as of October 9, 2024, to Rights Agreement, dated as of October 10, 2023, by and between Tempest Therapeutics, Inc. and Computershare Trust Company, N.A., as rights agent	8-K	001-35890	4.1	10/10/2024
4.8	Amendment No. 2, dated as of December 5, 2024, to Rights Agreement, dated as of October 10, 2023, as amended, by and between Tempest Therapeutics, Inc. and Computershare Trust Company, N.A., as rights agent	8-K	001-35890	4.1	12/06/2024
5.1	Opinion of Cooley LLP	S-8	333-294732	5.1	3/30/2026
23.1	Consent of Cooley LLP (included in Exhibit 5.1).	S-8	333-294732	23.1	3/30/2026
23.2*	Consent of Ernst & Young LLP, independent registered public accounting firm				
24.1	Power of Attorney (included on the signature page of this Form S-8)	S-8	333-294732	24.1	3/30/2026
99.1	Tempest Therapeutics, Inc. Amended and Restated 2023 Equity Incentive Plan	10-Q	001-35890	10.1	8/10/2023
99.2	Amendment No. 1 to Tempest Therapeutics, Inc. Amended and Restated 2023 Equity Incentive Plan	10-K	001-35890	10.12	3/30/2026
99.3	Tempest Therapeutics, Inc. 2019 Employee Stock Purchase Plan	8-K	001-35890	10.2	6/21/2022
107	Filing Fee Table	S-8	333-294732	107	3/30/2026

* 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 Brisbane, State of California, on March 31, 2026.

Tempest Therapeutics, Inc.

By: /s/ Matthew Angel

Name: Matthew Angel

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Matthew Angel</u> Matthew Angel	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 31, 2026
<u>/s/ Nicholas Maestas</u> Nicholas Maestas	Chief Financial Officer and Head of Corporate Strategy <i>(Principal Financial Officer)</i>	March 31, 2026
<u>/s/ Justin Trojanowski</u> Justin Trojanowski	Corporate Controller, Treasurer <i>(Principal Accounting Officer)</i>	March 31, 2026
<u>*</u> Stephen Brady	Chairman of the Board of Directors	March 31, 2026
<u>*</u> Christine Pellizzari	Director	March 31, 2026
<u>*</u> Michael Raab	Director	March 31, 2026
<u>*</u> Ronit Simantov	Director	March 31, 2026

*By: /s/ Matthew Angel

Name: Matthew Angel

Attorney-in-fact

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Tempest Therapeutics, Inc. Amended and Restated 2023 Equity Incentive Plan and the Tempest Therapeutics, Inc. Amended and Restated 2019 Employee Stock Purchase Plan of our report dated March 30, 2026, with respect to the consolidated financial statements of Tempest 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

Chicago, Illinois
March 30, 2026