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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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**REMITLY GLOBAL, INC.**  
(Exact name of registrant as specified in its charter)

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

**83-2301143**  
(I.R.S. Employer  
Identification No.)

**401 Union Street, Suite 1000**  
**Seattle, WA 98101**

(Address of Principal Executive Offices) (Zip Code)

**Remitly Global, Inc. 2021 Equity Incentive Plan**  
**Remitly Global, Inc. 2021 Employee Stock Purchase Plan**  
(Full titles of the plans)

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**Matthew Oppenheimer**  
**Chief Executive Officer**  
**Remitly Global, Inc.**  
**401 Union Street, Suite 1000**  
**Seattle, WA 98101**  
**(888) 736-4859**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*  
**Saema Somalya**  
**Chief Legal and Corporate Affairs Officer**  
**Remitly Global, Inc.**  
**401 Union Street, Suite 1000**  
**Seattle, WA 98101**  
**(888) 736-4859**

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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

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.

**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Remitly Global, Inc. (the “*Registrant*”) is filing this Registration Statement with the Securities and Exchange Commission (the “*Commission*”) to register 10,531,275 additional shares of common stock under the Registrant’s 2021 Equity Incentive Plan and 2,106,255 additional shares of common stock under the Registrant’s 2021 Employee Stock Purchase Plan pursuant to the provisions of those plans providing for an automatic annual increase in the number of shares reserved for issuance under such plans. In accordance with the instructional note of Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**PART II  
Information Required in the Registration Statement**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- a. the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025 (the “*Annual Report*”), filed with the Commission on February 18, 2026;
- b. all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- c. the description of the Registrant’s common stock contained in the Registration Statement on [Form 8-A](#), filed on September 20, 2021, under the Exchange Act, including any amendments or reports filed for the purpose of updating such description, including [Exhibit 4.2](#) of the Annual Report.

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. This Registration Statement hereby incorporates by reference the contents of the Registrant’s previous registration statements on Form S-8 filed with the Commission on September 23, 2021 ([Registration No. 333-259737](#)), March 29, 2022 ([Registration No. 333-263958](#)), February 28, 2023 ([Registration No. 333-270112](#)), February 23, 2024 ([Registration No. 333-277337](#)), and February 19, 2025 ([Registration No. 333-285056](#)) to the extent not superseded hereby. 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. Any 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.**

The following exhibits are filed herewith or incorporated by reference:

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	001-40822	3.3	11/12/2021	
4.2	Amended and Restated Bylaws of the Registrant.	8-K	001-40822	3.1	03/20/2024	
4.3	Form of Common Stock Certificate of the Registrant.	S-1/A	333-259167	4.1	9/14/2021	
5.1	Opinion of Perkins Coie LLP.					X
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
23.2	Consent of Perkins Coie LLP (included in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	2021 Equity Incentive Plan, as amended, and forms of award agreements.	10-K	001-40822	10.3	02/19/2025	
99.2	2021 Employee Stock Purchase Plan, as amended, and form of subscription agreement.	10-Q	001-40822	10.1	07/31/2024	
107.1	Filing Fee Table.					X

## 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 the City of Seattle, State of Washington, on this 18th day of February, 2026.

**REMITLY GLOBAL, INC.**

/s/ Matthew Oppenheimer

Matthew Oppenheimer

Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Matthew Oppenheimer, Vikas Mehta, and Luke Tavis, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8), 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, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

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

/s/ Matthew Oppenheimer

Matthew Oppenheimer, Chief Executive Officer and Director  
(Principal Executive Officer)  
Date: February 18, 2026

/s/ Vikas Mehta

Vikas Mehta, Chief Financial Officer  
(Principal Financial Officer)  
Date: February 18, 2026

/s/ Luke Tavis

Luke Tavis, Chief Accounting Officer  
(Principal Accounting Officer)  
Date: February 18, 2026

/s/ Ryno Blignaut

Ryno Blignaut, Director  
Date: February 18, 2026

/s/ Phyllis Campbell

Phyllis Campbell, Director  
Date: February 18, 2026

/s/ Bora Chung

Bora Chung, Director  
Date: February 18, 2026

/s/ Joshua Hug

Joshua Hug, Director  
Date: February 18, 2026

/s/ Laurent Le Moal

Laurent Le Moal, Director  
Date: February 18, 2026

/s/ Nigel Morris

Nigel Morris, Director  
Date: February 18, 2026

/s/ Phillip Riese

Phillip Riese, Director  
Date: February 18, 2026

/s/ Margaret M. Smyth

Margaret M. Smyth, Director  
Date: February 18, 2026

# Calculation of Filing Fee Tables

## S-8

### Remitly Global, 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	10,531,275	\$ 13.73	144,594,405.75	0.0001381	\$ 19,968.49
2 Equity	Common Stock, \$0.0001 par value per share	Other	2,106,255	\$ 11.68	\$ 24,601,058.40	0.0001381	\$ 3,397.41
Total Offering Amounts:					\$		\$ 23,365.90
					169,195,464.15		
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 23,365.90

#### Offering Note

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(1) (a) 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 common stock of Remitly Global, Inc. (the "Registrant") that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's common stock.

(b) The Amount Registered represents 10,531,275 additional shares of the Registrant's common stock reserved for issuance under the 2021 Equity Incentive Plan ("2021 Plan") resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2021 Plan.

(c) The Proposed Maximum Offering Price Per Unit is estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee for the additional shares to be reserved under the 2021 Plan, on the basis of the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market ("Nasdaq") on February 10, 2026, which date is within five business days prior to filing this Registration Statement.

(d) The Amount of Registration Fee is rounded to the nearest cent.

(e) The Registrant does not have any fee offsets.

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(2) (a) Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover any additional shares of common stock of the Registrant that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's common stock.

(b) The Amount Registered represents 2,106,255 additional shares of the Registrant's common stock reserved for issuance under the 2021 Employee Stock Purchase Plan ("Purchase Plan") resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the Purchase Plan.

(c) The Proposed Maximum Offering Price Per Unit is estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee for the additional shares to be reserved under the Purchase Plan, on the basis of the average of the high and low prices of the





February 18, 2026

Remitly Global, Inc.  
401 Union Street, Suite 1000  
Seattle, Washington 98101

**Re: Registration Statement on Form S-8 of Shares of Common Stock, \$0.0001 par value per share, of Remitly Global, Inc.**

Ladies and Gentlemen:

We have acted as counsel to Remitly Global, Inc. (the "Company") in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), which the Company is filing with the Securities and Exchange Commission (the "Commission") with respect to the registration of an aggregate of 12,637,530 shares of Common Stock, \$0.0001 par value per share, of the Company (the "Common Stock"), of which (i) 10,531,275 shares of Common Stock may be issued under the Remitly Global, Inc. 2021 Equity Incentive Plan, as amended and restated to date (the "2021 Plan"), and (ii) 2,106,255 Shares may be issued under the Remitly Global, Inc. 2021 Employee Stock Purchase Plan, as amended and restated to date (the "2021 ESPP" and together with the 2021 Plan, the "Plans" and such shares collectively under the Plans, the "Shares").

We have examined the Registration Statement and such documents and records of the Company as we have deemed necessary for the purposes of this opinion. In giving this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with originals of all instruments presented to us as copies and the genuineness of all signatures.

Based upon and subject to the foregoing, we are of the opinion that any original issuance Shares that may be issued pursuant to each applicable Plan, upon the registration by its registrar of such Shares and the issuance thereof by the Company in accordance with the terms of the applicable Plan, and the receipt of consideration therefor in accordance with the terms of such Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Perkins Coie LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Remitly Global, Inc. of our report dated February 18, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Remitly Global, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP

Seattle, Washington  
February 18, 2026