

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

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

**Trident Digital Tech Holdings Ltd**  
(Exact name of registrant as specified in its charter)

**Cayman Islands**

(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**

(I.R.S. Employer  
Identification No.)

**Suntec Tower 3,  
8 Temasek Boulevard Road, #24-03  
Singapore, 038988  
+65 6513 6868**

(Address, including zip code, of Principal Executive Offices)

**2023 Equity Incentive Plan**  
(Full title of the plan)

**Cogency Global Inc.  
122 East 42nd Street, 18th Floor  
New York, NY 10168  
(800) 221-0102**

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

*Copies to:*

Soon Huat Lim  
Chief Executive Officer  
Trident Digital Tech Holdings Ltd  
Suntec Tower 3,  
8 Temasek Boulevard Road, #24-03  
Singapore, 038988  
+65 6513 6868

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 is filed by Trident Digital Tech Holdings Ltd (the “Registrant”) to register additional securities issuable pursuant to the Second Amended and Restated 2023 Equity Incentive Plan and consists of only those items required by General Instruction E to Form S-8.

At its annual general meeting of shareholders on December 23, 2025, the Registrant approved and adopted the Second Amended and Restated 2023 Equity Incentive Plan to adjust the number of shares available for awards to 230,191,250 Class B ordinary shares. Based on the above, the additional securities registered hereby consist of 230,191,250 Class B ordinary shares.

In accordance with General Instruction E to [Form S-8](#), the registration statement on Form S-8 (File No. 333-284116), as filed with the Securities and Exchange Commission (the “Commission”) on January 2, 2025, as amended and filed with the Commission on January 9, 2026 is incorporated herein by reference, except as otherwise set forth herein.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
107*	<a href="#">Filing Fee Table</a>

\* 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 Singapore, on January 9, 2026.

### Trident Digital Tech Holdings Ltd

By: /s/ Soon Huat Lim

Name: Soon Huat Lim

Title: Chairman and Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Soon Huat Lim</u> Name: Soon Huat Lim	Chairman and Chief Executive Officer (principal executive officer)	January 9, 2026
* <u>Name: Haiyan Huang</u>	Chief Financial Officer (principal financial officer and principal accounting officer)	January 9, 2026
* <u>Name: Poh Kiong Tan</u>	Chief Technology Officer and Director	January 9, 2026
* <u>Name: How Teck Lim</u>	Independent director	January 9, 2026
* <u>Name: Noi Keng Koh</u>	Independent director	January 9, 2026
* <u>Name: Chwee Koh Chua</u>	Independent director	January 9, 2026
* By: <u>/s/ Soon Huat Lim</u> Name: Soon Huat Lim Title: <i>Attorney-in-fact</i>		

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Trident Digital Tech Holdings Ltd, has signed this registration statement or amendment thereto in New York on January 9, 2026.

**Authorized U.S. Representative**

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President for and on behalf of  
Cogency Global Inc.

## CALCULATION OF FILING FEE TABLES

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## Trident Digital Tech Holdings Ltd

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class B ordinary shares, par value US\$0.00001 per share	(1)	Other	230,191,250	\$ 0.0560	\$ 12,890,710.00	0.0001381	\$ 1,780.20
					Total Offering Amounts:	\$ 12,890,710.00		1,780.20
					Total Fee Offsets:			
					Net Fee Due:			<u>\$ 1,780.20</u>

## Offering Note(s)

- (1) The Class B ordinary shares, par value US\$0.00001 per share of Trident Digital Tech Holdings Ltd (the “Registrant”) registered hereunder are represented by American depositary shares “(ADSs)”, each representing eight Class B ordinary shares, par value US\$0.00001 per share. The Registrant’s ADSs issuable upon deposit of the Class B ordinary shares have been registered under a separate registration statement on Form F-6 (Registration No. 333- 275089).

Represents Class B ordinary shares, par value US\$0.00001 per share to be issued upon exercise of awards to be granted under the 2023 Equity Incentive Plan, as amended and restated.

Estimated solely for the purpose of determining the amount of registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high (\$0.536) and low (\$0.36) prices for the Registrant’s ADS on the Nasdaq Capital Market on January 5, 2026, and adjusted for the ADS-to-Class B ordinary share ratio.