

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

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 Post-Effective Amendment No. 1 to Form S-8 (“Post-Effective Amendment”) amends the Registration Statement on Form S-8 (File No. 333-284116) of Trident Digital Tech Holdings Ltd (the “Registrant”) filed with the Securities and Exchange Commission (the “Commission”) on January 2, 2025 (together with the Post-Effective Amendment, the “Registration Statement”), with respect to the Class B ordinary shares issuable pursuant to the Registrant’s 2023 Equity Incentive Plan, as amended and restated.

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 (the “Second A&R 2023 Plan”) to adjust the number of shares available for awards to 230,191,250 Class B ordinary shares. Prior to such meeting of shareholders, an aggregate of 137,500,000 Class B ordinary shares offered under the Registration Statement and the 2023 Equity Incentive Plan, as amended and restated prior to such meeting of shareholders, have been sold.

As a result, the Registrant is filing this Post-Effective Amendment to incorporate the Second A&R 2023 Plan as Exhibit 10.1 to the Registration Statement and to reflect that a total of up to 230,191,250 Class B ordinary shares may become available for issuance under the Second A&R 2023 Plan.

The following documents are incorporated herein by reference:

(a) The Registrant’s annual report on [Form 20-F](#) for the fiscal year ended December 31, 2024 filed with the Commission on April 28, 2025 (File No. 001- 41848);

(b) The Registrant’s Current Reports on Form 6-K, filed with the Commission on [February 12, 2025](#), [March 27, 2025](#), [May 19, 2025](#), [June 12, 2025](#), [June 25, 2025](#), [August 1, 2025](#), [August 18, 2025](#), [September 23, 2025](#), [October 31, 2025](#), [November 20, 2025](#) and [December 23, 2025](#);

(c) The description of the Registrant’s Class B ordinary shares contained in the Registrant’s registration statement on [Form 8-A](#) under the Securities Exchange Act of 1934, as amended (“Exchange Act”) filed on October 24, 2023, as modified by any amendment or report filed for the purpose of updating such description (Exchange Act Registration No. 001- 41848); and

(d) The Registrant’s registration statement on [Form S-8](#), filed with the Commission on January 2, 2025, other than Exhibits 4.1, 5.1, 10.1, 23.1 and 23.2.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

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 herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	Second Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 99.4 of the Registrant's Current Report on Form 6-K, filed with the Commission on November 20, 2025)
5.1*	Opinion of Maples and Calder (Hong Kong) LLP
10.1	Second Amended and Restated 2023 Equity Incentive Plan (incorporated herein by reference to Exhibit 99.3 of the Registrant's Current Report on Form 6-K, filed with the Commission on November 20, 2025)
23.1*	Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)
23.2*	Consent of Marcum Asia CPAs LLP

* 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.



Ref: JVZ/821544-000003/85567372v1
Email jessica.zhan@maples.com

Trident Digital Tech Holdings Ltd
Suntec Tower 3
8 Temasek Boulevard Road, #24-03
Singapore, 038988

9 January 2026

Dear Sir or Madam

Trident Digital Tech Holdings Ltd (the “Company”)

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the “**Commission**”) on 9 January 2026 (the “**Registration Statement**”) relating to the registration under the United States Securities Act of 1933, as amended, (the “**Securities Act**”) of 230,191,250 class B ordinary shares, par value US\$0.00001 per share (the “**Shares**”), issuable by the Company pursuant to the Company’s 2023 Equity Incentive Plan adopted by the directors of the Company on 29 September 2023 and the Amended and restated 2023 Equity Incentive Plan passed by the directors of the Company on 4 December 2024 and shareholders of the Company on 31 December 2024, the Second Amended and Restated 2023 Equity Incentive Plan passed by the directors of the Company on 19 November 2025 and shareholders of the Company on 23 December 2025 (together, the “**Plans**”).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plans. We have also reviewed copies of the ninth amended and restated memorandum and articles of association of the Company passed on 28 May 2024 and effective on 13 June 2024 (the “**Memorandum and Articles**”), and the written resolutions of the directors of the Company passed on 29 September 2023, 4 December 2024 and 8 January 2026 (together, the “**Resolutions**”).

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorized.
2. When issued, sold and paid for in accordance with the terms of the Plans and in accordance with the Resolutions, and when appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be legally issued, fully paid and non-assessable.

Maples and Calder (Hong Kong) LLP

26th Floor Central Plaza 18 Harbour Road Wanchai Hong Kong
Tel +852 2522 9333 Fax +852 2537 2955 maples.com

Resident Hong Kong Partners: Ann Ng (Victoria (Australia)), Aisling Dwyer (British Virgin Islands), John Trehey (New Zealand), Matthew Roberts (Western Australia (Australia)), Terence Ho (New South Wales (Australia)), W.C. Pao (England and Wales), Sharon Yap (New Zealand), Nick Stern (England and Wales), Juno Huang (Queensland (Australia)), Karen Paliaras (Victoria (Australia)), Jocelyne Ainley (England and Wales), Andrew Wood (England and Wales), Iain Anderson (Scotland)

Non-Resident Partner: Jonathan Green (Cayman Islands)

Cayman Islands Attorneys at Law | British Virgin Islands Solicitors

In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Act (As Revised) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act (As Revised) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Resolutions were duly passed in the manner prescribed in the Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out above, (g) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the options set out above, and (h) upon the issue of any Shares, the Company will receive consideration which shall be equal to at least the par value of such Shares.

This opinion letter is to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP
Maples and Calder (Hong Kong) LLP



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 28, 2025 relating to the consolidated financial statements appearing in the Annual Report on Form 20-F of Trident Digital Tech Holdings Ltd for the year ended December 31, 2024.

/s/ Marcum Asia CPAs LLP

**New York, NY
January 9, 2026**

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