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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

IREN LIMITED

(Exact name of Registrant as specified in its charter)

Australia

(State or other jurisdiction of incorporation or organization)

Not Applicable

(I.R.S. Employer Identification Number)

**Level 5, 55 Market Street
Sydney, NSW 2000 Australia**
(Address of Principal Executive Offices)

IREN Limited 2025 Omnibus Incentive Plan
(Full title of the plan)

**Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711**
(Name and address of agent of service)
(302) 738-6680
(Telephone number, including area code, of agent for service)

Copy to:

**Byron B. Rooney
Marcel R. Fausten
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000**

**Cesilia Kim
IREN Limited
Level 5, 55 Market Street
Sydney, NSW 2000 Australia
+61 2 7906 8301**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting Registrant. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting Registrant" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth Registrant

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.
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

EXPLANATORY INFORMATION

This Registration Statement on Form S-8 (this “Registration Statement”) covers the registration of an additional 8,000,000 ordinary shares, no par value (“Ordinary Shares”), of IREN Limited (the “Registrant”) authorized for future issuance under the Registrant’s 2025 Omnibus Incentive Plan (the “Plan”) as approved by the Registrant’s shareholders at the Registrant’s 2025 Annual General Meeting on November 19, 2025, for which a registration statement of the Registrant on Form S-8 (File No. 333-292545) is effective. Under the Plan, the total number of Ordinary Shares available for issuance shall be increased on the first day of the Registrant’s fiscal year, beginning on July 1, 2026, in an amount equal to the lesser of (i) 5% of the aggregate number of Ordinary Shares outstanding (on a fully diluted basis) on the last day of the Registrant’s preceding fiscal year, and (ii) such number of Ordinary Shares as determined by the Registrant’s board of directors in its sole discretion (the “Annual Increase”). As of July 1, 2026 the number of Ordinary Shares available for grant and issuance under the Plan increased by 8,000,000 pursuant to the Annual Increase. The total number of Ordinary Shares being registered pursuant to this Registration Statement does not constitute a current issuance of such shares, but instead may be issued pursuant to awards granted in the future under the Plan.

Pursuant to General Instruction E on Form S-8, the contents of the above-referenced prior Registration Statement on Form S-8 (File No. 333-292545), including any amendments thereto, are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein, and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I is omitted from this Registration Statement and is included in documents sent or provided to participants of the Plan covered by this Registration Statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed or to be filed (other than portions of those documents furnished or otherwise not deemed filed) by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated into this Registration Statement by reference, as of their respective dates:

(1) The Registrant’s Annual Report on Form 10-K (the “Annual Report”) for the fiscal year ended June 30, 2025, filed with the Commission on [August 28, 2025](#), including the sections of the Registrant’s Definitive Proxy Statement on Schedule 14A for the Registrant’s 2025 Annual General Meeting of Shareholders, as filed with the Commission on [October 6, 2025](#), incorporated by reference in the Annual Report;

(2) The Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended September 30, 2025, January 1, 2026 and March 31, 2026, filed with the Commission on [November 6, 2025](#), [February 5, 2026](#) and [May 8, 2026](#);

(3) The Registrant’s Current Reports on Form 8-K filed with the Commission on [July 1, 2025](#); [July 3, 2025](#) (only with respect to the second report filed on such date); [September 8, 2025](#) (excluding the information disclosed pursuant to Item 7.01 and Exhibits 99.1 thereto); [October 7, 2025](#); [October 9, 2025](#); [October 14, 2025](#); [November 3, 2025](#) (excluding the information disclosed pursuant to Item 7.01 and Exhibits 99.1 and 99.2 thereto); [November 24, 2025](#); [November 28, 2025](#); [December 1, 2025](#); [December 3, 2025](#); [December 8, 2025](#), March 4, 2026 (in the [first report filed on such date](#), only with respect to information included therein under Item 1.01, and the entire [second report filed on such date](#)), [May 11, 2026](#) (only with respect to the second report filed on such date), [May 12, 2026](#), [May 14, 2026](#), [May 26, 2026](#) and [June 1, 2026](#).

(4) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and

(5) The description of the Registrant's securities contained in Exhibit 4.1 to the Annual Report, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities then remaining unsold shall be deregistered, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. The Registrant is not incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed "filed" with the Commission.

For purposes of this Registration Statement and the related prospectus, any statement contained in a document incorporated or deemed to be incorporated by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in a subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or replaces such statement. Any statement so modified shall not be deemed in its unmodified form to constitute part of this Registration Statement or the related prospectus.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant’s Amended and Restated Constitution (the “Constitution”) provides for indemnification of the Registrant’s officers and directors to the full extent permitted by applicable law.

In addition, the Registrant has entered into agreements to indemnify its directors and executive officers containing provisions, which are in some respects broader than the specific indemnification provisions contained in the Constitution. The indemnification agreements require the Registrant, among other things, to indemnify such persons against expenses, including attorneys’ fees, judgments, liabilities, fines and settlement amounts incurred by any such person in actions or proceedings, including actions by the Registrant or in the Registrant’s right, that may arise by reason of their status or service as the Registrant’s director or executive officer and to advance expenses incurred by them in connection with any such actions or proceedings.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

Exhibit Number	Exhibit Index
4.1	Amended and Restated Constitution of the Registrant, as currently in effect (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K, filed with the Commission on November 24, 2025).
5.1*	Opinion of Allens, Australian counsel of IREN Limited.
23.1*	Consent of Raymond Chabot Grant Thornton LLP, independent registered public accounting firm.
23.2*	Consent of Allens, Australian counsel of IREN Limited (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page hereto).
99.1	IREN Limited 2025 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 99.1 to the Company’s Registration Statement on Form S-8 filed with the SEC on January 2, 2026).
107.1*	Filing Fee Table

* Filed herewith.

Item 9. Undertakings.

A. The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) of the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Filing Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (A)(I)(i) and (A)(I)(ii) shall not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Sydney, Australia, on July 1, 2026.

IREN LIMITED

By: /s/ Daniel Roberts
Name: Daniel Roberts
Title: Co-Chief Executive Officer

By: /s/ William Roberts
Name: William Roberts
Title: Co-Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints each of Registrant's co-principal executive officers and principal financial officer (currently Daniel Roberts, William Roberts and Anthony Lewis respectively) as such person's true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for and 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 all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto such attorneys-in fact and agents, each acting alone, full power and authority to do and perform each and every act and thing necessary or advisable 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 such attorneys-in-fact and agents, each acting alone, or such person's substitute or substitutes, lawfully may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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/ Daniel Roberts</u> Daniel Roberts	Co-Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 1, 2026
<u>/s/ William Roberts</u> William Roberts	Co-Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 1, 2026
<u>/s/ Anthony Lewis</u> Anthony Lewis	Chief Financial Officer <i>(Principal Accounting Officer)</i>	July 1, 2026
<u>/s/ David Bartholomew</u> David Bartholomew	Director	July 1, 2026
<u>/s/ Christopher Guzowski</u> Christopher Guzowski	Director	July 1, 2026
<u>/s/ Michael Alfred</u> Michael Alfred	Director	July 1, 2026
<u>/s/ Sunita Parasuraman</u> Sunita Parasuraman	Director	July 1, 2026

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of IREN Limited has signed this Registration Statement on July 1, 2026.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Authorized Representative in the United States

Allens
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Sydney NSW 2000 Australia

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allens.com.au

ABN 47 702 595 758

1 July 2026

IREN Limited
Level 5, 55 Market Street
Sydney, NSW 2000

Ladies and Gentlemen

IREN Limited (ACN 629 842 799) (the Company)

We have acted as Australian legal advisers to the Company in connection with the preparation and filing by the Company on the date hereof with the U.S. Securities and Exchange Commission (the **Commission**) of a Registration Statement (**Registration Statement**) on Form S-8 under the *Securities Act 1993* (U.S.), as amended (**Securities Act**), in respect of the issuance of up to 8,000,000 ordinary shares, no par value, of the Company (**OIP Shares**), which may be issued pursuant to the Company's 2025 Omnibus Incentive Plan (**Incentive Plan**) in accordance with the terms and conditions of the Incentive Plan (**Plan Rules**).

This opinion letter (**Opinion**) is being furnished in accordance with Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contexts of the Registration Statement or related prospectus, other than as expressly stated herein.

1 Definitions

In this opinion, the following definitions apply.

- (a) **ASIC** means the Australian Securities and Investments Commission.
- (b) **Constitution** means the Amended and Restated Constitution of the Company adopted on 20 November 2025 (19 November 2025 ET) and in force as at the date of this Opinion.
- (c) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (d) **Document** means a document listed in paragraphs 2(a) to 2(c) below.
- (e) **Governing Jurisdiction** means the State of New York, United States of America.
- (f) **laws of a Relevant Jurisdiction** means the common law, principles of equity and laws constituted by legislation that is available to the public generally, in force in the Relevant Jurisdictions.
- (g) **Relevant Jurisdiction** means New South Wales or the federal jurisdiction of the Commonwealth of Australia.
- (h) **Registration Certificates** means copies of the Company's registration certificates dated:
 - (i) 6 November 2018;
 - (ii) 22 October 2021; and
 - (iii) 28 November 2024.

2 Documents

We have examined and rely on originals or copies of the following documents:

- (a) the Constitution;
- (b) the Registration Statement; and
- (c) the Registration Certificates.

3 Scope

This Opinion relates only to the laws of the Relevant Jurisdictions, as interpreted by courts of the Relevant Jurisdictions, at 9:00am (Sydney, Australia time) on the date of this Opinion.

This Opinion is given on the basis that it will be construed in accordance with the laws of New South Wales, Australia. Anyone relying on this Opinion agrees that this Opinion and all matters (including any liability) arising in any way from it are to be governed by the laws of New South Wales and will be subject to the non-exclusive jurisdiction of the courts of New South Wales.

We have not reviewed any documents other than the Documents listed in section 2 for the purposes of this Opinion, and this Opinion does not purport to address any legal issues that arise in relation to such other documents that may be or come into force, even if there is a reference to any such documents in the Documents or on the impact such documents may have on the opinions expressed in this Opinion.

We have not considered and do not opine on the Registration Statement or/and any securities law disclosure requirements, other than as expressly stated herein with respect to the ability to issue the OIP Shares.

We express no opinion as to any taxation matters or transfer pricing matters generally or liability to tax which may arise or be suffered as a result of or in connection with the Registration Statement or on the impact which any tax laws may have on the opinions expressed in this Opinion.

We express no opinion on any applicable licensing or similar requirements.

This Opinion does not contain any undertaking to update it or to inform the Company of any changes in the laws of the Relevant Jurisdictions or any other laws which would affect the content thereof in any manner.

4 Searches

We have relied on the following.

- (a) An extract of the public records of the Company produced by ASIC on 1 July 2026 at 9.18am Sydney, Australia time.
- (b) A search of the insolvency notices website maintained by ASIC in respect of the Company on 1 July 2026 at 9.18am Sydney, Australia time.

We have assumed that the extracts produced by ASIC are the same as information provided by the Company to ASIC. We have not examined any documents that the Company may have filed with ASIC. The information in the extracts, or produced by the searches, may not be correct, complete or up to date.

We have not conducted any other searches or investigations for the purposes of this opinion.

5 Opinion

Our opinion is, subject to the assumptions in Schedule 1, that once the OIP Shares have been duly authorised and if and once:

- (a) duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the holders thereof; and
 - (b) fully paid and issued in accordance with the terms of the Constitution, Plan Rules and board resolutions to be passed by the Company,
- they will be validly issued, fully paid-up and non-assessable.

6 Benefit

We are providing this Opinion in connection with the Documents and the Registration Statement. We hereby consent to the filing of this Opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Yours faithfully

Allens

1 Assumptions

- (a) All dates, signatures, seals and duty markings are authentic.
- (b) If we have reviewed a copy of a document, it is a correct and complete copy of the original.
- (c) If we have reviewed only a draft of a document, it has been or will be executed in the form of that draft.
- (d) All statements made in the Documents as to factual matters are correct.
- (e) None of the Documents have been amended, released or terminated.
- (f) Each person who executed any Document on behalf of the Company held the position they purported to hold.
- (g) The Registration Statement:
 - (i) has been or will be validly authorised and entered into by each party to it, and is binding on each such party under all applicable laws (other than the laws of the Relevant Jurisdictions, but only to the extent opined herein); and
 - (ii) is binding on the Company under all applicable laws (other than the laws of the Relevant Jurisdictions, but only to the extent opined herein).
- (h) All acts, conditions or things required to be fulfilled, performed or effected in connection with the Registration Statement under the laws of any jurisdiction (other than the Relevant Jurisdictions but only to the extent opined herein) have been duly fulfilled, performed and effected.
- (i) If the Registration Statement is to be performed in a jurisdiction other than a Relevant Jurisdiction, its performance will not be illegal under the laws of that jurisdiction.
- (j) The Registration Statement constitutes or will on execution constitute binding obligations of the Company under the laws of the Governing Jurisdiction enforceable in competent courts of that jurisdiction.
- (k) Formalities for execution required by the law of the place of execution (other than a Relevant Jurisdiction) of the Registration Statement have been or will be complied with.
- (l) All parties to the Registration Statement will comply with their obligations under the Registration Statement.
- (m) There are no provisions of the laws of any jurisdiction other than Australia that would adversely affect the opinions expressed in this Opinion.
- (n) Board resolutions passed by the Company shall be validly taken and all statements made therein shall be true, accurate and up-to-date.
- (o) Once taken, board resolutions passed by the Company, including powers granted therein, shall not be amended or rescinded and shall remain in full force and effect.
- (p) The OIP Shares will be issued in accordance with the Plan Rules, Constitution and board resolutions to be passed by the Company.
- (q) The transfer agent and registrar maintains the share register of members for the Company.

We have not taken any step to investigate whether the assumptions in this opinion are correct, except as expressly stated in this opinion.



Consent of Independent Registered Public Accounting Firm

**Raymond Chabot
Grant Thornton LLP**
Suite 2000
600 De La Gauchetière Street West
Montréal, Quebec
H3B 4L8

T 514-878-2691

We have issued our reports dated August 28, 2025 with respect to the financial statements and internal control over financial reporting of IREN Limited included in IREN Limited's Annual Report on Form 10-K for the year ended June 30, 2025, which are incorporated by reference into this Registration Statement on Form S-8. We consent to the incorporation by reference of the aforementioned reports into this Registration Statement on Form S-8.

Yours very truly,

/s/ Raymond Chabot Grant Thornton LLP
Montreal, Quebec, Canada
July 1, 2026

CALCULATION OF FILING FEE

Form S-8
(Form Type)

IREN LIMITED
(Exact name of Registrant as specified in its charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Per Share Price	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, no par value	Rule 457(c) and Rule 457(h)	8,000,000	\$45.63	\$365,040,000	\$0.0001381	\$50,412.03
Total Offering Amounts						\$365,040,000	\$50,412.03
Total Fee Offsets							\$0
Net Fee Due							\$50,412.03

(1) This Registration Statement on Form S-8 (this “Registration Statement”) covers 8,000,000 ordinary shares, no par value, of IREN Limited (the “Registrant”) (i) authorized for issuance under the Registrant’s 2025 Omnibus Incentive Plan (the “Plan”) and (ii) pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), any additional ordinary shares of the Registrant that become issuable under the Plan set forth herein by reason of any share dividend, share split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding ordinary shares of the Registrant.

The Proposed Maximum Offering Per Share Price is estimated in accordance with Rule 457(c) and (h) promulgated under the Securities Act solely for purposes of calculating the Registration Fee on the basis of the high and low prices of the Registrant’s ordinary shares as reported on the Nasdaq Global Select Market on June 30, 2026, a date that is within five business days prior to the date of the filing of this Registration Statement. Each of the Proposed Maximum Offering Price Per Share, Maximum Aggregate Offering Price and Amount of Registration Fee is rounded up to the nearest penny.